

CENTRUE FINANCIAL CORP  
Form 10-K  
March 15, 2012

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Securities And Exchange Commission

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011  
Commission File Number: 0-28846

Centrue Financial Corporation  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-3145350  
(I.R.S. Employer Identification  
Number)

7700 Bonhomme Avenue, St. Louis, Missouri 63105  
(Address of principal executive offices, including zip code)

(314) 505-5500  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(g) of the Act:

Title of Exchange Class	Name of Each Exchange which Registered
Common Stock (\$1.00 par value)	The OTCQB Marketplace

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 403 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Exchange Act.  
Yes  No

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

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b of the Exchange Act).

Yes  No .

As of March 1, 2012, 6,063,441 shares of the Registrant's Common Stock was issued and outstanding. The aggregate market value of the voting stock held by non-affiliates of the Registrant as of June 30, 2011, the last business day of the Registrant's most recently completed second quarter, was \$2,620,058.\*

\* Based on the last reported price of \$.60 of an actual transaction in the Registrant's Common Stock on June 30, 2011, and reports of beneficial ownership filed by directors and executive officers of the Registrant. Shares of Common Stock held by any executive officer or director of the Registrant have been excluded from the foregoing computation because such persons may be deemed to be affiliates; provided, however, such determination of shares owned by affiliates does not constitute an admission of affiliate status or beneficial interest in shares of the Registrant's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Proxy Statement for the 2011 Annual Meeting of Stockholders (the "2011 Proxy Statement") are incorporated by reference into Part III of this Form 10-K.

As used in this report, the terms "we," "us," "our," "Centrue" and the "Company" mean Centrue Financial Corporation and subsidiary, unless the context indicates another meaning, and the term "Common Stock" means our common stock, par value \$1.00 per share.

CENTRUE FINANCIAL CORPORATION  
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Centrue Financial Corporation

Part I

(Table Amounts In Thousands, Except Share Data)

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Item 1. Business

### The Company

Centrue Financial Corporation

Centrue Financial Corporation (the “Company”) is a bank holding company incorporated in Delaware in 1982 for the purpose of becoming a holding company registered under the Bank Holding Company Act of 1956, as amended (the “Act”). The Company is a publicly traded banking company with assets of \$968 million at year-end 2011 and is headquartered in St. Louis, Missouri. The Company provides a full range of banking services to individual and corporate customers extending from western and southern suburbs of the Chicago metropolitan area across Central Illinois down to metropolitan St. Louis area.

The Company operates one wholly owned subsidiary: Centrue Bank (the “Bank”), employing 277.5 full-time equivalent employees at December 31, 2011. The Company has responsibility for the overall conduct, direction, and performance of the Bank. The Company provides various services, establishes Company-wide policies and procedures, and provides other resources as needed, including capital.

#### Subsidiary

At December 31, 2011, the Bank had \$965 million in total assets, \$850.6 million in total deposits, and twenty-six offices (twenty-four full-service bank branches and two back-room sales support non-banking facilities) located in markets extending from the far western and southern suburbs of the Chicago metropolitan area across Central Illinois down to the metropolitan St. Louis area.

The Bank is engaged in commercial and retail banking and offers a broad range of lending, depository, and related financial services, including accepting deposits; commercial and industrial, consumer, and real estate lending and other banking services tailored for consumer, commercial and industrial, and public or governmental customers.

In September 2011, Kurt R. Stevenson was appointed President, Chief Executive Officer and Director of the Company and Bank following the resignation of Thomas A. Daiber. Mr. Daiber resigned as President, Chief Executive Officer and Director of the Company and Bank. Mr. Stevenson previously served as Senior Executive Vice President and Chief Financial Officer of the Company and Bank. Several existing and new senior officers have been appointed to serve as the core leadership for the Company and Bank.

Richard C. Peterson was appointed to the Company’s Board of Directors by the United States Treasury in September 2011 and to the Bank’s Board of Directors in December 2011.

#### Competition

The Company’s market area is highly competitive with numerous commercial banks, savings and loan associations and credit unions. In addition, financial institutions, based in surrounding communities and in the southern and western metro area of Chicago and the suburban metro area of St. Louis, actively compete for customers within the Company’s market area. The Company also faces competition from finance companies, insurance companies, mortgage

companies, securities brokerage firms, money market funds, loan production offices and other providers of financial services.

The Company competes for loans principally through the range and quality of the services it provides and through competitive interest rates and loan fees. The Company believes that its long-standing presence in the communities it serves and personal service philosophy enhance its ability to compete favorably in attracting and retaining individual and business customers. The Company actively solicits deposit-related customers and competes for deposits by offering customers personal attention, professional service and competitive interest rates.

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Centrue Financial Corporation

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(Table Amounts In Thousands, Except Share Data)

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Under the Gramm-Leach-Bliley Act of 1999 (the “GLB Act”), effective March 2000, securities firms and insurance companies that elect to become financial holding companies may acquire banks and other financial institutions. The Gramm-Leach-Bliley Act, and future action stemming from the Act, is expected to continue to significantly change the competitive environment in which the Company and the Bank conduct business. The financial services industry is also likely to become more competitive as further technological advances enable more companies to provide financial services. These technological advances may diminish the importance of depository institutions and other financial intermediaries in the transfer of funds between parties.

### Supervision And Regulation

#### General

Financial institutions and their holding companies are extensively regulated under federal and state law. As a result, the growth and earnings performance of the Company can be affected not only by management decisions and general economic conditions, but also by the requirements of applicable state and federal statutes and regulations and the policies of various governmental regulatory authorities, including the Illinois Department of Financial and Professional Regulation (the “IDFPR”), the Board of Governors of the Federal Reserve System (the “Federal Reserve”), the Federal Deposit Insurance Corporation (the “FDIC”), the Internal Revenue Service, state taxing authorities, and the Securities and Exchange Commission (the “SEC”). The effect of applicable statutes, regulations and regulatory policies can be significant, and cannot be predicted with a high degree of certainty.

Federal and state laws and regulations generally applicable to financial institutions, such as the Company and the Bank, regulate, among other things, the scope of business, investments, reserves against deposits, capital levels relative to operations, the nature and amount of collateral for loans, the establishment of branches, mergers, consolidations and dividends. The system of supervision and regulation applicable to the Company and the Bank establishes a comprehensive framework for their respective operations and is intended primarily for the protection of the FDIC’s deposit insurance funds and the depositors, rather than the shareholders, of financial institutions.

The following is a summary of the material elements of the regulatory framework that applies to the Company and the Bank. It does not describe all of the statutes, regulations and regulatory policies that apply to the Company and the Bank, nor does it restate all of the requirements of the statutes, regulations and regulatory policies that are described. As such, the following is qualified in its entirety by reference to the applicable statutes, regulations and regulatory policies. Any change in applicable law, regulations or regulatory policies may have a material effect on the business of the Company and the Bank.

#### The Company

General. The Company, as the sole stockholder of the Bank, is a bank holding company. As a bank holding company, the Company is registered with, and is subject to regulation by, the Federal Reserve under the Bank Holding Company Act, as amended (the “BHCA”). In accordance with Federal Reserve policy, the Company is expected to act as a source of financial strength to the Bank and to commit resources to support the Bank in circumstances where the Company might not do so absent such policy. Under the BHCA, the Company is subject to periodic examination by the Federal Reserve and is required to file with the Federal Reserve periodic reports of operations and such additional information as the Federal Reserve may require. The Company is also subject to regulation by the IDFPR under the Illinois Bank

Holding Company Act, as amended.

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(Table Amounts In Thousands, Except Share Data)

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Investments and Activities. Under the BHCA, a bank holding company must obtain Federal Reserve approval before: (i) acquiring, directly or indirectly, ownership or control of any voting shares of another bank or bank holding company if, after the acquisition, it would own or control more than 5% of the shares of the other bank or bank holding company (unless it already owns or controls the majority of such shares); (ii) acquiring all or substantially all of the assets of another bank; or (iii) merging or consolidating with another bank holding company. Subject to certain conditions (including certain deposit concentration limits established by the BHCA), the Federal Reserve may allow a bank holding company to acquire banks located in any state of the United States without regard to whether the acquisition is prohibited by the law of the state in which the target bank is located. In approving interstate acquisitions, however, the Federal Reserve is required to give effect to applicable state law limitations on the aggregate amount of deposits that may be held by the acquiring bank holding company and its insured depository institution affiliates in the state in which the target bank is located (provided that those limits do not discriminate against out-of-state depository institutions or their holding companies) and state laws which require that the target bank have been in existence for a minimum period of time (not to exceed five years) before being acquired by an out-of-state bank holding company.

The BHCA also generally prohibits the Company from acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company which is not a bank and from engaging in any business other than that of banking, managing and controlling banks or furnishing services to banks and their subsidiaries. This general prohibition is subject to a number of exceptions. The principal exception allows bank holding companies to engage in, and to own shares of companies engaged in, certain businesses found by the Federal Reserve to be “so closely related to banking as to be a proper incident thereto.” Under current regulations of the Federal Reserve, the Company is permitted to engage in a variety of banking-related businesses, including the operation of a thrift, consumer finance or equipment leasing business, the operation of a computer service bureau (including software development), and the operation of mortgage banking and brokerage businesses. The BHCA generally does not place territorial restrictions on the domestic activities of non-bank subsidiaries of bank holding companies.

In November 1999, the GLB Act was signed into law. Under the GLB Act, bank holding companies that meet certain standards and elect to become “financial holding companies” are permitted to engage in a wider range of activities than those permitted for bank holding companies, including securities and insurance activities. Specifically, a bank holding company that elects to become a financial holding company may engage in any activity that the Federal Reserve Board, in consultation with the Secretary of the Treasury, determines is (i) financial in nature or incidental thereto, or (ii) complementary to any such financial-in-nature activity, provided that such complementary activity does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally. A bank holding company may elect to become a financial holding company only if each of its depository institution subsidiaries is well-capitalized, well-managed, and has a Community Reinvestment Act rating of “satisfactory” or better at their most recent examination.

The GLB Act specifies many activities that are financial in nature, including lending, exchanging, transferring, investing for others, or safeguarding money or securities; underwriting and selling insurance; providing financial, investment or economic advisory services; underwriting, dealing in, or making a market in securities; and those activities currently permitted for bank holding companies that are so closely related to banking or managing or controlling banks, as to be a proper incident thereto.

The GLB Act changed federal laws to facilitate affiliation between banks and entities engaged in securities and insurance activities. The law also established a system of functional regulation under which banking activities, securities activities, and insurance activities conducted by financial holding companies and their subsidiaries and affiliates will be separately regulated by banking, securities, and insurance regulators, respectively. The Company has no current plans to register as a financial holding company.

Federal law also prohibits any person or company from acquiring “control” of a bank or bank holding company without prior notice to the appropriate federal bank regulator. “Control” is defined in certain cases as the acquisition of 10% or more of the outstanding shares of a bank or bank holding company.

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(Table Amounts In Thousands, Except Share Data)

**Capital Requirements.** Bank holding companies are required to maintain minimum levels of capital in accordance with Federal Reserve capital adequacy guidelines. If capital falls below minimum guideline levels, a bank holding company, among other things, may be denied approval to acquire or establish additional banks or non-bank businesses.

The Federal Reserve's capital guidelines establish the following minimum regulatory capital requirements for bank holding companies: a risk-based requirement expressed as a percentage of total risk-weighted assets, and a leverage requirement expressed as a percentage of total assets. The risk-based requirement consists of a minimum ratio of total capital to total risk-weighted assets of 8%, at least one-half of which must be Tier 1 capital. The leverage requirement consists of a minimum ratio of Tier 1 capital to total assets of 3% for the most highly rated companies, with a minimum requirement of 4% for all others. For purposes of these capital standards, Tier 1 capital consists primarily of permanent stockholders' equity less intangible assets (other than certain mortgage servicing rights and purchased credit card relationships). Total capital consists primarily of Tier 1 capital plus certain other debt and equity instruments which do not qualify as Tier 1 capital and a portion of the company's allowance for loan and lease losses.

The risk-based and leverage standards described above are minimum requirements. Higher capital levels will be required if warranted by the particular circumstances or by the risk profiles of individual banking organizations. For example, the Federal Reserve's capital guidelines contemplate that additional capital may be required to take adequate account of, among other things, interest rate risk, or the risks posed by concentrations of credit, nontraditional activities or securities trading activities. Further, any banking organization experiencing or anticipating significant growth would be expected to maintain capital ratios, including tangible capital positions (i.e., Tier 1 capital less all intangible assets), well above the minimum levels.

As of December 31, 2011, the Company had regulatory capital as follows:

	Risk-Based Capital Ratio		Leverage Capital Ratio
Company	9.03	%	3.74
			%

The risk-based capital ratio and the leverage capital ratio were 1.03% in excess and 0.26% below, respectively, of the Federal Reserve's minimum requirements. See Note 18 in the Notes in Consolidated Financial Statements for further information.

**Dividends.** The Company is organized under the Delaware General Corporation Law (the "DGCL"). The DGCL allows the Company to pay dividends only out of its surplus (as defined and computed in accordance with the provisions of the DGCL) or if the Company has no such surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year.

Additionally, the Federal Reserve has issued a policy statement with regard to the payment of cash dividends by bank holding companies. The policy statement provides that a bank holding company should not pay cash dividends which exceed its net income or which can only be funded in ways that weaken the bank holding company's financial health, such as by borrowing. The Federal Reserve also possesses enforcement powers over bank holding companies and their non-bank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations. Among these powers is the ability to proscribe the payment of dividends by banks

and bank holding companies.

As a result of the Company's issuance of Fixed Rate Cumulative Perpetual Preferred Stock, Series C (the "Preferred Shares") to the U. S. Department of Treasury (the "Treasury") pursuant to the Troubled Asset Relief Program's ("TARP") Capital Purchase Program ("CPP"), the Company is restricted in the payment of dividends and, without the Treasury's consent, may not declare or pay any dividend on the Company's common stock in excess of \$0.14 per share per quarter, as adjusted for any stock dividend or stock split. This restriction no longer applies on the earlier to occur of January 9, 2012 (the third anniversary of the issuance of the Preferred Shares to the Treasury) or the date on which the Company has redeemed all of the Preferred Shares issued or the date on which the Treasury has transferred all of the Preferred Shares to third parties not affiliated with the Treasury. In addition, as long as the Preferred Shares are outstanding, dividend payments are prohibited until all accrued and unpaid dividends are paid on such Preferred Shares, subject to certain limited exceptions. On August 10, 2009, the Company announced that it would defer scheduled dividend payments on the Preferred Shares.

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(Table Amounts In Thousands, Except Share Data)

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Federal Securities Regulation. The Company's common stock is registered with the SEC under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Consequently, the Company is subject to the information, proxy solicitation, insider trading and other restrictions and requirements of the SEC under the Exchange Act.

The SEC has adopted regulations and policies under the Sarbanes-Oxley Act of 2002 that will apply to the Company as a registered company under the Exchange Act. The Sarbanes-Oxley Act of 2002 was enacted in response to public concerns regarding corporate accountability in connection with accounting scandals. The stated goals of the Sarbanes-Oxley Act are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws. The Sarbanes-Oxley Act generally applies to all companies that file or are required to file periodic reports with the SEC, under the Exchange Act.

The Sarbanes-Oxley Act includes very specific additional disclosure requirements and new corporate governance rules requiring the SEC and securities exchanges to adopt extensive additional disclosure, corporate governance and other related rules, and mandates further studies of certain issues by the SEC. The Sarbanes-Oxley Act represents significant federal involvement in matters traditionally left to state regulatory systems, such as the regulation of the accounting profession, and to state corporate law, such as the relationship between a board of directors and management and between a board of directors and its committees. Sarbanes-Oxley section 404 requires significant oversight of a public company's internal control over the financial statements.

Emergency Economic Stabilization Act of 2008. The Emergency Economic Stabilization Act of 2008 ("EESA") was enacted on October 3, 2008. Pursuant to its authority under EESA, the Treasury created the TARP CPP under which the Treasury was authorized to invest in non-voting, senior preferred stock of U.S. banks and savings associations or their holding companies. The Company participated in the TARP CPP and on January 9, 2009, completed the sale of \$32.7 million in preferred shares to the Treasury. The Company issued the Preferred Shares (32,668 shares), with a \$1,000 per share liquidation preference, and a warrant to purchase up to 508,320 shares of the Company's common stock at an exercise price of \$9.64 per share (the "Warrant").

The Preferred Shares issued by the Company pay cumulative dividends of 5% a year for the first five years and 9% a year thereafter. Both the Preferred Shares and the Warrant are accounted for as components of regulatory Tier 1 capital. Among other restrictions, the securities purchase agreement between the Company and the Treasury limits the Company's ability to repurchase its stock and subjects the Company to certain executive compensation limitations. The terms of the Preferred Shares, as amended by the American Recovery and Reinvestment Act of 2009 ("ARRA"), provide that the Preferred Shares, may be redeemed by the Company, in whole or in part, upon approval of the Treasury and the Company's primary banking regulators. In addition, if dividends on the Preferred Shares are not paid in full for six dividend periods, the Treasury will have the right to elect two directors to the Company's Board of Directors. The Treasury's right to elect directors ends when full dividends have been paid for four consecutive dividend periods. As of December 31, 2011, the Treasury has elected one director to the Company's Board of Directors. As detailed in the Dividends section above, the Company has announced that it would defer scheduled dividend payments on the Preferred Shares.



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(Table Amounts In Thousands, Except Share Data)

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ARRA was enacted on February 17, 2009. Among other things, ARRA sets forth additional limits on executive compensation at all financial institutions receiving federal funds under any program, including the TARP CPP, both retroactively and prospectively. The executive compensation restrictions in ARRA include, among others: limits on compensation incentives, prohibitions on “Golden Parachute Payments” to certain employees, the establishment by publicly registered TARP CPP recipients of a board compensation committee comprised entirely of independent directors for the purpose of reviewing employee compensation plans, and the requirement of a non-binding vote on executive pay packages at each annual shareholder meeting until the government funds are repaid.

In June 2010, the Federal Reserve issued final guidance to ensure that incentive compensation arrangements at financial institutions take into account risk and are consistent with safe and sound practices. The guidance does not set forth any formulas or pay caps, but sets forth certain principles which companies would be required to follow with respect to certain employees and groups of employees that may expose the institution to material amounts of risk.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) became law on July 21, 2010. The Dodd-Frank Act constitutes one of the most significant efforts in recent history to comprehensively overhaul the financial services industry and will affect large and small financial institutions alike. While some of the provisions of the Dodd-Frank Act take effect immediately, many of the provisions have delayed effective dates and their implementation will require the issuance of numerous new regulations.

The Dodd-Frank Act deals with a wide range of regulatory issues including, but not limited to: mandating new capital requirements that would require certain bank holding companies to be subject to the same capital requirements as their depository institutions; eliminating (with certain exceptions) trust preferred securities; codifying the Federal Reserve’s Source of Strength doctrine; creating a Bureau of Consumer Financial Protection which will have the power to exercise broad regulatory, supervisory and enforcement authority concerning both existing and new consumer financial protection laws; permanently increasing federal deposit insurance protection to \$250,000 per depositor; extending the unlimited coverage for qualifying non-interest bearing transactional accounts until December 31, 2012; increasing the ratio of reserves to deposits minimum to 1.35 percent; assessing premiums for deposit insurance coverage on average consolidated total assets less average tangible equity, rather than on a deposit base; authorizing the assessment of examination fees; establishing new standards and restrictions on the origination of mortgages; permitting financial institutions to pay interest on business checking accounts; limiting interchange fees payable on debit card transactions; and implementing requirements on boards, corporate governance and executive compensation for public companies.

The complete impact of the Dodd-Frank Act is unknown since many of the substantive requirements will be contained in the many rules and regulations to be implemented. However, the Dodd-Frank Act will have significant and immediate effects on banks and bank holding companies in many areas.

#### The Bank

Centrue Bank

The Bank is an Illinois-chartered bank, the deposit accounts of which are insured by the FDIC. The Bank is also a member of the Federal Reserve System (“member bank”). As an Illinois-chartered, FDIC-insured member bank, the Bank is subject to the examination, supervision, reporting and enforcement requirements of the IDFP, as the

chartering authority for Illinois banks, the Federal Reserve, as the primary federal regulator of member banks, and the FDIC, as administrator of deposit insurance.

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(Table Amounts In Thousands, Except Share Data)

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Deposit Insurance. As an FDIC-insured institution, pursuant to a risk-based assessment system, the Bank is required to pay deposit insurance premium assessments to the Deposit Insurance Fund. The Dodd-Frank Act permanently raised the basic limit on deposit insurance coverage from \$100,000 to \$250,000 per depositor. In addition, in November 2010, pursuant to the Dodd-Frank Act, the FDIC issued a final rule to provide temporary unlimited deposit insurance coverage for non-interest bearing accounts from December 31, 2010 through December 31, 2012, at no additional surcharge.

Under the FDIC's risk-based assessment regulations, there are four risk categories, and each insured institution is assigned to a risk category based on capital levels and supervisory ratings. Well-capitalized institutions with CAMELS composite ratings of 1 or 2 are placed in Risk Category I while other institutions are placed in Risk Categories II, III or IV depending on their capital levels and CAMELS composite ratings. The assessment rates may be changed by the FDIC as necessary to maintain the deposit insurance fund at the reserve ratio designated by the FDIC. The FDIC may set the reserve ratio annually at between 1.15% and 1.50% of insured deposits.

Due to a decrease in the reserve ratio of the deposit insurance fund, in October 2008, the FDIC established a restoration plan to restore the reserve ratio to at least 1.15% within five years (the FDIC has extended this time to eight years). The reserve ratio has now been increased to 1.35% by the Dodd-Frank Act. The FDIC has been directed to offset the effects of increased assessments on depository institutions with less than \$10 billion in assets. To achieve these levels, the FDIC is authorized by the Dodd-Frank Act to make special assessments and charge examination fees.

On December 16, 2008, the FDIC adopted and issued a final rule increasing the rates banks pay for deposit insurance uniformly by 7 basis points (annualized) effective January 1, 2009. Under the final rule, risk-based rates for the first quarter 2009 assessment ranged between 12 and 50 basis points (annualized). The 2009 first quarter assessment rates varied depending on an institution's risk category. On February 27, 2009, the FDIC adopted a final rule amending the way that the assessment system differentiates for risk and setting new assessment rates beginning with the second quarter of 2009. As of April 1, 2009, for the highest rated institutions, those in Risk Category I, the initial base assessment rate was between 12 and 16 basis points and for the lowest rated institutions, those in Risk Category IV, the initial base assessment rate was 45 basis points. The final rule modified the means to determine a Risk Category I institution's initial base assessment rate. It also provided for the following adjustments to an institution's assessment rate: (1) a decrease for long-term unsecured debt, including most senior and subordinated debt and, for small institutions, a portion of Tier 1 capital; (2) an increase for secured liabilities above a threshold amount; and (3) for institutions in risk categories other than Risk Category I, an increase for brokered deposits above a threshold amount. After applying these adjustments, for the highest rated institutions, those in Risk Category I, the total base assessment rate is between 7 and 24 basis points and for the lowest rated institutions, those in Risk Category IV, the total base assessment rate is between 40 and 77.5 basis points.

On May 22, 2009, the FDIC also imposed a special assessment of five basis points on each FDIC-insured depository institution's assets, minus its Tier 1 capital, as of June 30, 2009. The special assessment was collected on September 30, 2009, and the Bank paid an additional assessment of \$0.6 million.

On November 12, 2009, the FDIC adopted the final rule that required insured institutions to prepay on December 31, 2009, estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. For purposes of calculating the prepayment amount, the institution's third quarter 2009 assessment base was increased quarterly at a five percent annual rates uniformly by three basis beginning in 2011. Based on the Bank's risk

rating, no prepayment of these assessments was required.

As required by the Dodd-Frank Act, on February 7, 2011, the FDIC adopted a final rule that redefines its deposit insurance premium assessment base to be an insured depository institution's average consolidated total assets minus average tangible equity. In addition, the FDIC has revised its deposit insurance rate schedules as a consequence of the changes to the assessment base. The proposed rate schedule and other revisions become effective on April 1, 2011.

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On November 21, 2008, the FDIC adopted final regulations implementing the Temporary Liquidity Guarantee Program (“TLGP”) pursuant to which depository institutions could elect to participate. Pursuant to the TLGP, the FDIC provides full FDIC deposit insurance coverage for non-interest bearing deposit transaction accounts regardless of dollar amount for an additional fee assessment by the FDIC (the “Transaction Account Guarantee”). These accounts are mainly payment-processing accounts, such as business payroll accounts. The Bank did not opt out of the Transaction Account Guarantee portion of the TGLP. The Transaction Account Guarantee was to expire on December 31, 2009, but was extended until December 31, 2010. The Dodd-Frank Act provides unlimited federal deposit insurance until January 1, 2013 for non-interest bearing demand transaction accounts at all insured depository institutions. There is no additional surcharge related to this coverage.

Also pursuant to the TLGP, the FDIC will guarantee, through the earlier of maturity or December 31, 2012, certain newly issued senior unsecured debt issued by participating institutions on or after October 14, 2008 and before October 31, 2009 (the “Debt Guarantee”). The Company and the Bank opted out of the Debt Guarantee portion of TLGP.

In 2006, the FDIC adopted a final rule allocating a one-time assessment credit among insured financial institutions. This credit may be used to offset deposit insurance assessments (not to include FICO assessments) beginning in 2007. The Company began taking advantage of this credit in 2007 and realized benefits from this credit thru the second quarter of 2009.

The FDIC may terminate the deposit insurance of any insured depository institution if the FDIC determines, after a hearing, that the institution (i) has engaged or is engaging in unsafe or unsound practices, (ii) is in an unsafe or unsound condition to continue operations or (iii) has violated any applicable law, regulation, order, or any condition imposed in writing by, or written agreement with, the FDIC. The FDIC may also suspend deposit insurance temporarily during the hearing process for a permanent termination of insurance, if the institution has no tangible capital. Management of the Company is not aware of any activity or condition that could result in termination of the deposit insurance of the Bank.

FICO Assessments. FDIC insured institutions are also subject to assessments to cover interest payments due on the outstanding obligations of the Financing Corporation (“FICO”). FICO was created in 1987 to finance the recapitalization of the Federal Savings and Loan Insurance Corporation. These FICO assessments are in addition to amounts assessed by the FDIC for deposit insurance until the final maturity of the outstanding FICO obligations in 2019. FDIC insured institutions will share the cost of the interest on the FICO bonds on a pro rata basis. During the year ended December 31, 2011, the FICO assessment rate for DIF members ranged between approximately 0.0068% of deposits and approximately 0.0102% of deposits. During the year ended December 31, 2011 the Bank paid FICO assessments totaling \$0.1 million.

For the first quarter of 2012, the rate established by the FDIC for the FICO assessment is 0.0066% of deposits.

Supervisory Assessments. All Illinois banks are required to pay supervisory assessments to the IDFPR to fund the operations of the IDFPR. The amount of the assessment is calculated based on the institution’s total assets, including consolidated subsidiaries, as reported to the IDFPR. During the year ended December 31, 2011, the Bank paid supervisory assessments to the IDFPR totaling \$0.2 million.

Capital Requirements. The Federal Reserve has established the following minimum capital standards for state-chartered Federal Reserve System member banks, such as the Bank: a leverage requirement consisting of a minimum ratio of Tier 1 capital to total assets of 3% for the most highly-rated banks with a minimum requirement of at least 4% for all others, and a risk-based capital requirement consisting of a minimum ratio of total capital to total risk-weighted assets of 8%, at least one-half of which must be Tier 1 capital. For purposes of these capital standards, Tier 1 capital and total capital consist of substantially the same components as Tier 1 capital and total capital under the Federal Reserve's capital guidelines for bank holding companies (see "--The Company--Capital Requirements").

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(Table Amounts In Thousands, Except Share Data)

The capital requirements described above are minimum requirements. Higher capital levels will be required if warranted by the particular circumstances or risk profiles of individual institutions. For example, the regulations of the Federal Reserve provide that additional capital may be required to take adequate account of, among other things, interest rate risk or the risks posed by concentrations of credit, nontraditional activities or securities trading activities.

During the year ended December 31, 2011, the Bank was not required by the Federal Reserve to increase its capital to an amount in excess of the minimum regulatory requirement. As of December 31, 2011, the Bank had regulatory capital as follows:

	Risk-Based Capital Ratio		Leverage Capital Ratio	
The Bank	10.28	%	6.06	%

The risk-based capital ratio and the leverage capital ratio are 2.28% and 2.06% in excess of the Federal Reserve's minimum requirements. See Note 18 in the Notes in Consolidated Financial Statements for further information.

Federal law provides the federal banking regulators with broad power to take prompt corrective action to resolve the problems of undercapitalized institutions. The extent of the regulators' powers depends on whether the institution in question is "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" or "critically undercapitalized," in each case as defined by regulation. Depending upon the capital category to which an institution is assigned, the regulators' corrective powers include: requiring the institution to submit a capital restoration plan; limiting the institution's asset growth and restricting its activities; requiring the institution to issue additional capital stock (including additional voting stock) or to be acquired; restricting transactions between the institution and its affiliates; restricting the interest rate the institution may pay on deposits; ordering a new election of directors of the institution; requiring that senior executive officers or directors be dismissed; prohibiting the institution from accepting deposits from correspondent banks; requiring the institution to divest certain subsidiaries; prohibiting the payment of principal or interest on subordinated debt; and ultimately, appointing a receiver for the institution. As of December 31, 2011, the Bank was considered well capitalized.

Additionally, institutions insured by the FDIC may be liable for any loss incurred by, or reasonably expected to be incurred by, the FDIC in connection with the default of commonly controlled FDIC insured depository institutions or any assistance provided by the FDIC to commonly controlled FDIC insured depository institutions in danger of default.

Regulatory Agreements. On December 18, 2009, the Bank entered into a written agreement (the "Agreement") with the Federal Reserve Bank of Chicago (the "Federal Reserve-Chicago") and the IDFP. The Agreement describes commitments made by the Bank to address and strengthen banking practices relating to credit risk management practices; improving loan underwriting and loan administration; improving asset quality by enhancing the Bank's position on problem loans through repayment, additional collateral or other means; reviewing and revising as necessary the Bank's allowance for loan and lease losses policy; maintaining sufficient capital at the Bank, implementing an earnings plan and comprehensive budget to improve and sustain the Bank's earnings; and improving the Bank's liquidity position and funds management practices. The Bank has implemented enhancements to its processes to address the matters identified by the Federal Reserve-Chicago and the IDFP. The Company is in compliance with all the requirements specified in the agreement except for the capital plan. Management continues to

develop and execute on its capital plan. In the meantime, the Agreement results in the Bank's ineligibility for certain actions and expedited approvals without the prior written consent and approval of the Federal Reserve-Chicago and the IDFPR. These prohibited actions include, among other things, the Bank paying dividends to the Company, the Company paying dividends on its common or preferred stock, distributions of interest or principal on subordinated debentures, note payable to Cole Taylor and Trust Preferred securities, the Company increasing its debt level and the Company redeeming or repurchasing any shares of its stock.

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Dividends. Under the Illinois Banking Act, Illinois-chartered banks may not pay dividends in excess of their net profits then on hand, after deducting losses and bad debts. The Federal Reserve Act also imposes limitations on the amount of dividends that may be paid by state member banks, such as the Bank. Generally, a member bank may pay dividends out of its undivided profits, in such amounts and at such times as the bank's board of directors deems prudent. Without prior Federal Reserve approval, however, a state member bank may not pay dividends in any calendar year which, in the aggregate, exceed such bank's calendar year-to-date net income plus such bank's retained net income for the two preceding calendar years, less any required transfers to additional paid-in capital or to a fund for the retirement of preferred stock.

The payment of dividends by any financial institution or its holding company is affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations, and a financial institution generally is prohibited from paying any dividends if, following payment thereof, the institution would be undercapitalized. In addition, notwithstanding the availability of funds for dividends, the Federal Reserve may prohibit the payment of any dividends by the Bank if the Federal Reserve determines such payment would constitute an unsafe or unsound practice. As discussed above, the Agreement requires the Bank to obtain the prior written consent of the Federal Reserve-Chicago for the payment of dividends. During 2012, the Bank does not expect to pay dividends.

Insider Transactions. The Bank is subject to certain restrictions imposed by federal law on extensions of credit to the Company, on investments in the stock or other securities of the Company and the acceptance of the stock or other securities of the Company as collateral for loans. Certain limitations and reporting requirements are also placed on extensions of credit by the Bank to its directors and officers, to directors and officers of the Company, to principal stockholders of the Company, and to "related interests" of such directors, officers and principal stockholders. In addition, federal law and regulations may affect the terms upon which any person becoming a director or officer of the Company or a principal stockholder of the Company may obtain credit from the banks with which the Bank maintains a correspondent relationship.

Safety and Soundness Standards. The federal banking agencies have adopted guidelines which establish operational and managerial standards to promote the safety and soundness of federally insured depository institutions. The guidelines set forth standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings.

In general, the safety and soundness guidelines prescribe the goals to be achieved in each area, and each institution is responsible for establishing its own procedures to achieve those goals. If an institution fails to comply with any of the standards set forth in the guidelines, the institution's primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. If an institution fails to submit an acceptable compliance plan, or fails in any material respect to implement a compliance plan that has been accepted by its primary federal regulator, the regulator is required to issue an order directing the institution to cure the deficiency. Until the deficiency cited in the regulator's order is cured, the regulator may restrict the institution's rate of growth, require the institution to increase its capital, restrict the rates the institution pays on deposits or require the institution to take any action the regulator deems appropriate under the circumstances. Noncompliance with the standards established by the safety and soundness guidelines may also constitute grounds for other enforcement action by the federal banking regulators, including cease and desist orders and civil money penalty assessments.

Branching Authority. Illinois banks, such as the Bank, have the authority under Illinois law to establish branches anywhere in the State of Illinois, subject to receipt of all required regulatory approvals. Additionally, the Bank has authority under Missouri law to establish branches anywhere in the State of Missouri, subject to receipt of all required regulatory approvals.

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Under the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the “Riegle-Neal Act”), both state and national banks were allowed to establish interstate branch networks through acquisitions of other banks, subject to certain conditions, including certain limitations on the aggregate amount of deposits that may be held by the surviving bank and all of its insured depository institution affiliates. The establishment of new interstate branches or the acquisition of individual branches of a bank in another state (rather than the acquisition of an out-of-state bank in its entirety) was allowed by the Riegle-Neal Act only if specifically authorized by state law. However, as a result of the Dodd-Frank Act, interstate branching authority has been expanded. A state or national bank may open a de novo branch in another state if the law of the state where the branch is to be located would permit a state bank chartered by that state to open the branch.

**State Bank Activities.** Under federal law and FDIC regulations, FDIC insured state banks are prohibited, subject to certain exceptions, from making or retaining equity investments of a type, or in an amount, that are not permissible for a national bank. Federal law and FDIC regulations also prohibit FDIC insured state banks and their subsidiaries, subject to certain exceptions, from engaging as principal in any activity that is not permitted for a national bank or its subsidiary, respectively, unless the bank meets, and continues to meet, its minimum regulatory capital requirements and the FDIC determines the activity would not pose a significant risk to the deposit insurance fund of which the bank is a member.

The GLB Act also authorizes insured state banks to engage in financial activities, through subsidiaries, similar to the activities permitted for financial holding companies. If a state bank wants to establish a subsidiary engaged in financial activities, it must meet certain criteria, including that it and all of its affiliated insured depository institutions are well-capitalized and have a Community Reinvestment Act rating of at least “satisfactory” and that it is well-managed. There are capital deduction and financial statement requirements and financial and operational safeguards that apply to subsidiaries engaged in financial activities. Such a subsidiary is considered to be an affiliate of the bank and there are limitations on certain transactions between a bank and a subsidiary engaged in financial activities of the same type that apply to transactions with a bank’s holding company and its subsidiaries.

**Reserve Requirement.** Federal Reserve regulations, as presently in effect, require depository institutions including the Bank to maintain cash reserves against their net transaction accounts (primarily NOW and regular checking accounts). Effective October 9, 2008, the Federal Reserve Banks are now authorized to pay interest on such reserves.

#### EXECUTIVE OFFICERS

The term of office for the executive officers of the Company is from the date of election until the next annual organizational meeting of the board of directors. In addition to the information provided in the 2011 Proxy Statement, the names and ages of the executive officers of the Company, as well as the offices of the Company and the Subsidiary held by these officers on that date, and principal occupations for the past five years are set forth below.

Kurt R. Stevenson, 45, is the President, Chief Executive Officer and Director of Centrue Financial Corporation and the Bank. He had previously served as the Company’s Senior Executive Vice President & Chief Financial Officer since 2003.

Daniel R. Kadolph, 49, is the Executive Vice President & Chief Financial Officer of Centrue Financial Corporation and the Bank and has held that role since January 2012. Prior to that he served as a consultant to various banks since

2008. He previously served as Executive Vice President & Chief Financial and Administrative Officer of a \$3.7 billion Illinois based publically traded bank holding company since 2000.

Everett J. Solon, 59, is the Market President for the Bank's Streator, Dwight, Ottawa and Peru locations, a position held since 2003. In 2007, he also acted as the Bank's Head of Mortgage Banking.

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Robert L. Davidson, 66, is the Bank's Executive Vice President, Chief Investment Officer and ALCO Manager, a position held since January of 2006. He had previously served as the Bank's Senior Vice President, Chief Investment Officer and ALCO Manager since 2001.

Diane F. Leto, 50, is the Bank's Executive Vice President & Head of Operations. She had previously served as the Bank's Executive Vice President & Chief Risk Officer through September 2011 and Head of Operations through year-end 2008. She has been with the Bank since June of 2004.

Heather M. Hammitt, 37, is the Bank's Executive Vice President & Head of Human Resources & Corporate Communications. Ms. Hammitt joined the Bank in March of 1998 and has served in various positions of management in the human resources department during that time.

Kenneth A. Jones, 48, is the Bank's Executive Vice President & Chief Credit Officer. Mr. Jones joined the Bank in October 2000 and, prior to his current position, he served in the role of Commercial Collector.

James "Chris" Jones, 62, is the Bank's Executive Vice President & Senior Lender. Prior to joining the Bank in November of 2011, Mr. Jones was employed by Champion Bank and BankLiberty, and also spent 32 years with Bank of America.

Daniel J. Sabol, 45, is the Bank's Executive Vice President & Director of Mortgage Banking. Mr. Sabol joined the bank in February 1997 and, prior to his current position, he served in the role of Mortgage Sales Manager.

Mary Jane Raymond, 55, is the Bank's Executive Vice President & Head of Retail Banking. Ms. Raymond joined Centrue Bank in March of 2005 as a Vice President/Regional Sales Manager. Prior to joining Centrue Bank, Ms. Raymond worked as a Vice President for Regions Bank from May of 1997 to March of 2005.

#### Available Information

Our Internet address is [www.centrue.com](http://www.centrue.com). There we make available, free of charge, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our SEC reports can be accessed through the investor relations section of our Web site. The information found on our Web site is not part of this or any other report we file with or furnish to the SEC.

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Item 1A. Risk Factors

An investment in the Company's common stock is subject to risks inherent to the Company's business. The Company faces a variety of risks that are inherent in its business, including interest rate, credit, liquidity, capital, price/market, transaction/operation, compliance/legal, strategic and reputation. Following is a discussion of these risk factors. While the Company's business, financial condition and results of operations could be harmed by any of the following risks or other factors discussed elsewhere in this report, including Management's Discussion and Analysis and Notes to the Consolidated Financial Statements, the mere existence of risk is not necessarily reason for concern. However, the following risks could cause actual results to materially differ from those discussed in any forward-looking statement.

New lines of business or new products and services may subject the Company to additional risks.

From time to time, the Company may implement new lines of business or offer new products or services within existing lines of business. There can be substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products or services, the Company may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of the Company's system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on the Company's business, financial condition, and results of operations.

The Company and the Bank are subject to Regulatory Agreements and Orders that restrict the Company from taking certain actions.

On December 18, 2009, the Company and the Bank entered into a written agreement with the Federal Reserve Bank of Chicago and the Illinois Department of Financial & Professional Regulation ("IDFPR"). The Agreement describes commitments made by the Company and the Bank to address and strengthen banking practices relating to credit risk management practices; improving loan underwriting and loan administration; improving asset quality by enhancing the Bank's position on problem loans through repayment, additional collateral or other means; reviewing and revising as necessary the Bank's allowance for loan and lease losses policy; maintaining sufficient capital at the Company and the Bank, implementing an earnings plan and comprehensive budget to improve and sustain the Bank's earnings; and improving the Bank's liquidity position and funds management practices. The Bank has implemented enhancements to its processes to address the matters identified by the Federal Reserve-Chicago and the IDFPR. The Company is in compliance with all the requirements specified in the agreement except for the capital plan. Management continues to develop and execute on the capital plan. In the meantime, the Agreement results in the Bank's ineligibility for certain actions and expedited approvals without the prior written consent and approval of the Federal Reserve-Chicago and the IDFPR. These prohibited actions include, among other things, the Bank paying dividends to the Company, the Company paying dividends on its common or preferred stock, distributions of interest or principal on subordinated debentures or Trust Preferred securities, the Company increasing its debt level and the Company redeeming or repurchasing any shares of its stock.

The Company's earnings and cash flows are largely dependent upon net interest income.

The Company's earnings and cash flows are largely dependent upon its net interest income. Interest rates are highly sensitive to many factors that are beyond the Company's control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Federal Reserve. Changes in monetary policy, including changes in interest rates, could influence not only the interest the Company receives on loans and securities and the amount of interest it pays on deposits and borrowings, but such changes could also affect (i) the Company's ability to originate loans and obtain deposits, (ii) the fair value of the Company's financial assets and liabilities, and (iii) the average duration of the Company's mortgage-backed securities portfolio and other interest-earning assets. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, the Company's net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings.

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Although management believes it has implemented effective asset and liability management strategies to reduce the potential effects of changes in interest rates on the Company's results of operations, any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on the Company's financial condition and results of operations. In addition, the Company's interest rate risk modeling techniques and assumptions likely may not fully predict or capture the impact of actual interest rate changes on the Company's balance sheet. See Part II sections "Net Interest Income" and "Interest Rate Risk" in "Management's Discussion and Analysis of Financial Condition and Results of Operations," for further discussion related to the Company's management of interest rate risk.

The Company and the Bank may not be able to maintain adequate capital levels.

Maintaining sufficient capital serves as a buffer against potential credit and other losses that the Company may encounter during difficult times. There are five levels of capital defined by regulation: "well-capitalized", "adequately capitalized", "undercapitalized", "significantly undercapitalized" and "critically undercapitalized". As of December 31, 2011, the Bank is considered "well-capitalized". Capital risk includes the potential effect on the Company's reputation as well as certain other potential consequences should the capital level fall below adequately capitalized.

We incurred net losses for 2009 through 2011 and cannot make any assurances that we will not incur further losses.

We incurred a net loss of \$10.6 million, \$65.8 million and \$38.1 million for the years ended December 31, 2011, 2010 and 2009, respectively, due to high levels of provision for loan losses, deferred tax valuation allowance, security impairments, and goodwill impairment. We cannot provide any assurances that we will not incur future losses, especially in light of economic conditions that continue to adversely affect our borrowers.

Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition, and could result in further losses in the future.

At December 31, 2011 and 2010, our nonperforming loans (which consist of non-accrual loans, troubled debt restructures and loans past due 90 days or more and still accruing loans) totaled \$45.8 million and \$70.0 million, or 7.87% and 9.70% of our loan portfolio, respectively. At December 31, 2011 and 2010, our nonperforming assets (which include non-performing loans plus other real estate owned) were \$75.5 million and \$95.6 million, or 7.80% and 8.65% of total assets, respectively. Our nonperforming assets adversely affect our net income in various ways. While we pay interest expense to fund nonperforming assets, we do not record interest income on nonaccrual loans or other real estate owned, thereby adversely affecting our income and returns on assets and equity, and our loan administration costs increase and our efficiency ratio is adversely affected. When we take collateral in foreclosures and similar proceedings, we are required to mark the collateral to its then-fair market value, which, when compared to the value of the loan, may result in a loss. These nonperforming loans and other real estate owned also increase our risk profile and the capital our regulators believe is appropriate in light of such risks. The resolution of nonperforming assets requires significant time commitments from management, which can be detrimental to the performance of their other responsibilities. There is no assurance that we will not experience further increases in non-performing loans in the future, or that our nonperforming assets will not result in further losses in the future.

Our allowance for loan losses may be insufficient.

Managing the Company's allowance for loan losses is based upon, among other things, (1) historical experience, (2) an evaluation of local and national economic conditions, (3) regular reviews of delinquencies and loan portfolio quality, (4) current trends regarding the volume and severity of past due and problem loans, (5) the existence and effect of concentrations of credit, and (6) results of regulatory examinations. Based upon such factors, management makes various assumptions and judgments about the ultimate collectability of the respective loan portfolios. Although the Company believes that the allowance for loan losses is adequate, there can be no assurance that such allowance will prove sufficient to cover future losses. Future adjustments may be necessary if economic conditions change or adverse developments arise with respect to nonperforming or performing loans or if regulatory supervision changes. Material additions to the allowance for loan losses would result in a material decrease in the Company's net income, and possibly its capital, among other adverse consequences.

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We are subject to lending risk.

As of December 31, 2011 approximately 74.38% of the Company's loan portfolio consisted of commercial, agricultural production and agricultural real estate, construction, land and development, and commercial real estate loans (collectively, "commercial loans"). Commercial loans are generally viewed as having more inherent risk of default than residential mortgage loans or retail loans. In addition, the commercial loan balance per borrower is typically larger than that for residential mortgage loans and retail loans, inferring higher potential losses on an individual loan basis. Because the Company's loan portfolio contains a number of commercial loans with large balances, the deterioration of one or a few of these loans could cause a significant increase in nonperforming loans. An increase in nonperforming loans could result in a net loss of earnings from these loans, an increase in the provision for loan losses, and an increase in loan charge offs, all of which could have a material adverse effect on the Company's financial condition and results of operations. See Part II "Loans" in "Management's Discussion and Analysis of Financial Condition and Results of Operations," for further discussion of credit risks related to different loan types.

We are subject to economic conditions of our geographic market.

The Company's success depends to a large degree on the general economic conditions of the geographic markets served by the Bank in the States of Illinois and Missouri and, to a lesser extent, contiguous states. The local economic conditions on these areas have a significant impact on the generation of the Bank's commercial, real estate commercial, and real estate construction loans; the ability of borrowers to repay these loans; and the value of the collateral securing these loans. Adverse changes in the economic conditions of the counties in which we operate could also negatively impact the financial results of the Company's operations and have a negative effect on its profitability. For example, these factors could lead to reduced interest income and an increase in the provision for loan losses.

A portion of the loans in the Company's portfolio is secured by real estate. Most of these loans are secured by properties located in the north central, east central, south central and St. Louis's suburban east counties of Illinois, as well as, the St. Louis metro area of Missouri. Negative conditions in the real estate markets where collateral for a mortgage loan is located could adversely affect the borrower's ability to repay the loan and the value of the collateral securing the loan. Real estate values are affected by various factors, including changes in general or regional economic conditions, supply and demand for properties and governmental rules or policies.

We are subject to current levels of market volatility.

The capital and credit markets have been experiencing volatility and disruption for more than a year. In recent months, the volatility and disruption have reached unprecedented levels. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength. If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition and results of operations.

Future growth or operating results may require the Company to raise additional capital but that capital may not be available or it may be dilutive.



To the extent the Company's future operating results erode capital or the Company elects to expand through loan growth or acquisition it may be required to raise capital. The Company's ability to raise capital will depend on conditions in the capital markets, which are outside of its control, and on the Company's financial performance. Accordingly, the Company cannot be assured of its ability to raise capital when needed or on favorable terms. If the Company cannot raise additional capital when needed, it will be subject to increased regulatory supervision and the imposition of restrictions on its growth and business. These could negatively impact the Company's ability to operate or further expand its operations through acquisitions or the establishment of additional branches and may result in increases in operating expenses and reductions in revenues that could have a material adverse effect on its financial condition and results of operations.

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Real estate market volatility and future changes in disposition strategies could result in net proceeds that differ significantly from other real estate owned (“OREO”) fair value appraisals.

The Company’s OREO portfolio consists of properties that it obtained through foreclosure in satisfaction of loans. OREO properties are recorded at the lower of the recorded investment in the loans for which the properties served as collateral or estimated fair value, less estimated selling costs. Generally, in determining fair value an orderly disposition of the property is assumed, except where a different disposition strategy is expected. Significant judgment is required in estimating the fair value of OREO property, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility, as experienced during 2008 through 2011.

In response to market conditions and other economic factors, the Company may utilize alternative sale strategies other than orderly dispositions as part of its OREO disposition strategy, such as immediate liquidation sales. In this event, as a result of the significant judgments required in estimating fair value and the variables involved in different methods of disposition, the net proceeds realized from such sales transactions could differ significantly from estimates used to determine the fair value of the Company’s OREO properties.

We are subject to the risk of additional impairment charges relating to our securities portfolio.

Our investment securities portfolio is our second largest earning asset. The value of our investment portfolio has been adversely affected by the unfavorable conditions of the capital markets in general as well as declines in values of the securities we hold. We have taken an aggregate of \$20.9 million in charges against earnings since the fourth quarter of 2008 for impairments to the value of pooled collateralized debt obligations and certain collateralized mortgage obligations that we have concluded were “other than temporary.” The value of this segment is particularly sensitive to adverse developments affecting the banking industry and the financial condition or performance of the issuing banks – factors that we have no control over and as to which we may receive no advance warning, as was the case in the second quarter for one of these securities. Although we believe we have appropriately valued our securities portfolio, we cannot assure you that there will not be additional material impairment charges which could have a material adverse effect on our financial condition and results of operations.

The Company is a bank holding company and its sources of funds are limited.

The Company is a bank holding company, and its operations are primarily conducted by the Bank, which is subject to significant federal and state regulation. Cash available to pay dividends to stockholders of the Company is derived primarily from dividends received from the Bank. The Company’s ability to receive dividends or loans from its subsidiaries is restricted. Dividend payments by the Bank to the Company in the future will require generation of future earnings by the Bank and would require regulatory approval. Further, the Company’s right to participate in the assets of the Bank upon its liquidation, reorganization, or otherwise will be subject to the claims of the Bank’s creditors, including depositors, which will take priority except to the extent the Company may be a creditor with a recognized claim. As of December 31, 2011, the Company’s subsidiary had deposits and other liabilities of \$898 million.

The Company could experience an unexpected inability to obtain needed liquidity.

Liquidity measures the ability to meet current and future cash flow needs as they become due. The liquidity of a financial institution reflects its ability to meet loan requests, to accommodate possible outflows in deposits, and to take advantage of interest rate market opportunities. The ability of a financial institution to meet its current financial obligations is a function of its balance sheet structure, its ability to liquidate assets, and its access to alternative sources of funds. The Company seeks to ensure its funding needs are met by maintaining a level of liquidity through asset and liability management. If the Company becomes unable to obtain funds when needed, it could have a material adverse effect on the Company's business and, in turn, the Company's financial condition and results of operations.

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Our information systems may experience an interruption or breach in security.

The Company relies heavily on communications and information systems to conduct its business. Any failure, interruption, or breach in security of these systems could result in failures or disruptions in the Company's customer relationship management, general ledger, deposit, loan, and other systems. While the Company has policies and procedures designed to prevent or limit the effect of the failure, interruption, or security breach of its information systems, we cannot assure you that any such failures, interruptions, or security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions, or security breaches of the Company's information systems could damage the Company's reputation, result in a loss of customer business, subject the Company to additional regulatory scrutiny, or expose the Company to civil litigation and possible financial liability, any of which could have a material adverse effect on the Company's financial condition and results of operations.

The Bank's deposit insurance premiums have increased in recent years which could have a material adverse effect on future earnings.

Due to the impact on the FDIC insurance fund resulting from the recent increase in bank failures, the FDIC raised its insurance premiums and levied special assessments on all financial institutions. In addition, the FDIC uses a risk-based premium system that assesses higher rates on those institutions that pose greater risks to the deposit insurance fund. The FDIC places all financial institutions into one of four risk categories using a two-step process based first on the respective institution's capital ratios and then on the CAMELS composite supervisory rating assigned to the institution by its primary federal regulator in connection with its periodic regulatory examinations. As of December 31, 2011, the Bank is "well capitalized" under regulatory guidelines. However, due to the low CAMELS rating of the Bank and other factors indicating higher risk, the FDIC will charge the Bank a higher premium for deposit insurance. The combination of the general increase in FDIC insurance rates and higher FDIC insurance rates resulting from the classification of the Bank in a higher risk category will have an adverse impact on the Company's results of operations. The Bank's 2011 premiums decreased from 2010, due to a change in the calculation by the FDIC. However, the premium remains significantly higher than historical level due to the factors discussed above.

Loss of or damage to the Company's reputation may affect ongoing profitability.

Reputation risk arises from the possibility that negative publicity regarding the Company's business practices, whether true or not, will cause a decline in its customer base or result in costly litigation. In a service industry, such as the financial services industry, where product choices between companies are not always clearly distinguishable and which in many cases are interchangeable, a company's reputation for honesty, fair-dealing and good corporate governance may be one of its most important assets. Loss of or damage to that reputation can have severe consequences.

We are subject to current financial market risk.

In 2010 and continuing in 2011, governments, regulators and central banks in the United States and worldwide have taken numerous steps to increase liquidity and to restore investor confidence, but asset values have continued to decline and access to liquidity continues to be very limited.

The EESA authorizes the U. S. Treasury to, among other things, purchase up to \$700 billion of mortgages, mortgage-backed securities and certain other financial instruments from financial institutions and their holding companies, under TARP. The purpose of TARP is to restore confidence and stability to the United States banking system and to encourage financial institutions to increase their lending to customers and to each other. Under the Capital Purchase Program, which the Company participated in, the U. S. Treasury is purchasing equity securities from participating institutions. The EESA also increased federal deposit insurance on most deposit accounts from \$100,000 to \$250,000. This increase is in place until December 31, 2013 and is not covered by deposit insurance premiums paid by the banking industry. The ARRA, which was signed into law on February 17, 2009, includes a wide array of programs intended to stimulate the economy and provide for extensive infrastructure, energy, health and education needs. The failure of these significant legislative measures to help stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect our business, financial condition, results of operations, access to credit or the trading price of our Common Stock.

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The EESA and the ARRA followed, and have been followed by, numerous actions by the Federal Reserve Board, the United States Congress, the U. S. Treasury, the FDIC, the SEC and others to address the current liquidity and credit crisis that has followed the sub-prime mortgage meltdown that began in 2007. These measures include homeowner relief that encourages loan restructuring and modification; the establishment of significant liquidity and credit facilities for financial institutions and investment banks; the lowering of the federal funds rate; emergency action against short selling practices; a temporary guaranty program for money market funds; the establishment of a commercial paper funding facility to provide back-stop liquidity to commercial paper issuers; and coordinated international efforts to address illiquidity and other weaknesses in the banking sector. The purpose of these legislative and regulatory actions is to stabilize the United States banking system. The EESA, the ARRA and the other regulatory initiatives described above may not have their desired effects. If the volatility in the markets continues and economic conditions fail to improve or worsen, our business, financial condition and results of operations could be materially and adversely affected.

We operate in a highly regulated industry.

The banking industry is heavily regulated. The banking business of the Company and the Bank are subject, in certain respects, to regulation by the Federal Reserve, the FDIC, the IDFP and the SEC. The Company's success depends not only on competitive factors but also on state and federal regulations affecting banks and bank holding companies. The regulations are primarily intended to protect depositors, not stockholders or other security holders. The ultimate effect of recent and proposed changes to the regulation of the financial institution industry cannot be predicted. Regulations now affecting the Company may be modified at any time, and there is no assurance that such modifications, if any, will not adversely affect the Company's business.

We operate in an industry that is interrelated such that defaults by other larger institutions could adversely affect financial markets generally.

The commercial soundness of many financial institutions may be closely interrelated as a result of relationships between the institutions. As a result, concerns about, or a default or threatened default by, one institution could lead to significant market-wide liquidity and credit problems, losses or defaults by other institutions. This is sometimes referred to as "systemic risk" and may adversely affect our business.

We operate in an industry that is significantly affected by general business and economic conditions.

The Company's operations and profitability are impacted by general business and economic conditions in the United States and abroad. These conditions include short-term and long-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance, and the strength of the U. S. economy and the local economies in which the Company operates, all of which are beyond the Company's control. Deterioration in economic conditions could result in an increase in loan delinquencies and nonperforming assets, decreases in loan collateral values, and a decrease in demand for the Company's products and services among other things, any of which could have a material adverse impact on the Company's financial condition and results of operations.



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Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

At December 31, 2011, the Company operated twenty-six offices (twenty-three full-service bank branches and two back-room sales support nonbanking facilities in Illinois and one full-service bank branch in Missouri). The principal offices of the Company are located in St. Louis, Missouri. All of the Company's offices are owned by the Bank and are not subject to any mortgage or material encumbrance, with the exception of four offices that are leased: one is located in LaSalle County in Illinois, one in Will County in Illinois, one in St. Clair County in Illinois and one in St. Louis County in Missouri. The Company believes that its current facilities are adequate for its existing business.

Affiliate	Markets Served	Property/Type Location
The Company		Administrative Office: St. Louis, MO
Centrue Bank	Bureau, Clinton, DeKalb, Grundy, Kankakee, Kendall, LaSalle, Livingston, St. Clair and Will Counties in Illinois	Main Office: Streator, IL  Twenty-three full-service banking offices and two non-banking offices located in markets served.
	St. Louis County in Missouri	One full-service banking office

In addition to the banking locations listed above, the Bank owns twenty-five automated teller machines, all of which are housed within banking offices.

At December 31, 2011 the properties and equipment of the Company had an aggregate net book value of approximately \$23.8 million.

Item 3. Legal Proceedings

Neither the Company nor its subsidiary are involved in any pending legal proceedings other than routine legal proceedings occurring in the normal course of business, which, in the opinion of management, in the aggregate, are not material to the Company's consolidated financial condition.

Item 4. Reserved

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Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's Common Stock was held by approximately 855 stockholders of record as of March 1, 2012, and is traded on the OTCQB Marketplace under the symbol "TRUE.PK." The table below indicates the high and low sales prices of the Common Stock as reported by OTCQB for transactions of which the Company is aware, and the dividends declared per share for the Common Stock during the periods indicated. Because the Company is not aware of the price at which certain private transactions in the Common Stock have occurred, the prices shown may not necessarily represent the complete range of prices at which transactions in the Common Stock have occurred during such periods.

	Stock Sales High	Low	Cash Dividends
2011			
First Quarter	\$1.18	\$0.42	\$0.00
Second Quarter	0.78	0.25	0.00
Third Quarter	0.60	0.22	0.00
Fourth Quarter	0.40	0.23	0.00
2010			
First Quarter	\$4.18	\$2.50	\$0.00
Second Quarter	3.49	1.89	0.00
Third Quarter	2.16	1.21	0.00
Fourth Quarter	1.59	0.80	0.00

The holders of the Common Stock are entitled to receive dividends as declared by the board of directors of the Company, which considers payment of dividends quarterly. The Bank's ability to pay dividends to the Company and the Company's ability to pay dividends to its stockholders are also subject to certain regulatory restrictions. As discussed on page 9, our Agreement with our regulators prohibits the Bank paying dividends to the Company and the Company paying dividends on its common or preferred stock.

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The following graph shows a comparison of cumulative total returns for Centrue Financial Corporation, the NASDAQ Stock Market (US Companies) and an index of SNL Midwest Bank Stocks for the five-year period beginning January 1, 2007 and ending on December 31, 2011. The graph was prepared at our request by SNL Financial LC, Charlottesville, Virginia.

COMPARISON OF CUMULATIVE TOTAL RETURN  
(ASSUMES \$100 INVESTED ON JANUARY 1, 2007)

Index	Period Ending					
	12/31/06	12/31/07	12/31/08	12/31/09	12/31/10	12/31/11
Centrue Financial Corporation	100.00	118.59	33.80	14.49	5.46	1.67
NASDAQ Composite	100.00	110.66	66.42	96.54	114.06	113.16
SNL Midwest Bank	100.00	77.94	51.28	43.45	53.96	50.97

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Item 6. Selected Financial Data

The following table presents selected consolidated financial data for the five years ended December 31, 2011:

	2011	2010	2009	2008	2007
<b>Statement of Income Data</b>					
Interest income	\$39,161	\$48,844	\$63,245	\$73,518	\$83,576
Interest expense	11,225	18,316	24,562	33,944	44,735
Net interest income	27,936	30,528	38,683	39,574	38,841
Provision for loan losses	11,375	34,600	52,049	8,082	675
Net interest income (loss) after provision for loan losses	16,561	(4,072 )	(13,366 )	31,492	38,166
Noninterest income	11,935	10,818	711	13,409	15,665
Noninterest expense	40,434	55,889	46,658	35,745	37,333
Income (loss) before income taxes	(11,938 )	(49,143 )	(59,313 )	9,156	16,498
Income taxes (benefit)	(1,366 )	16,660	(21,234 )	2,766	5,175
Income (loss) from continuing operations (after taxes)	(10,572 )	(65,803 )	(38,079 )	6,390	11,323
Loss on discontinued operations	—	—	—	—	—
Net income (loss)	\$(10,572 )	\$(65,803 )	\$(38,079 )	\$6,390	\$11,323
Preferred stock dividends	2,012	1,924	1,810	207	207
Net income (loss) for common stockholders	\$(12,584 )	\$(67,727 )	\$(39,889 )	\$6,183	\$11,116
<b>Per Share Data</b>					
Basic earnings (loss) per common shares from continuing operations	\$(2.08 )	\$(11.20 )	\$(6.61 )	\$1.02	\$1.75
Basic earnings (loss) per common share	(2.08 )	(11.20 )	(6.61 )	1.02	1.75
Diluted earnings (loss) per common share from continuing operations	(2.08 )	(11.20 )	(6.61 )	1.02	1.74
Diluted earnings (loss) per common share	(2.08 )	(11.20 )	(6.61 )	1.02	1.74
Dividends per common stock	—	—	0.08	0.55	0.51
Dividend payout ratio for common stock	NM	NM	NM	53.71 %	29.17 %
Book value per common stock	\$(0.10 )	\$1.61	\$13.15	\$19.14	\$19.50
	6,051,083	6,045,225	6,035,598	6,033,896	6,341,693

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Basic weighted average common shares outstanding									
Diluted weighted average common shares outstanding	6,051,083	6,045,225	6,035,598	6,042,296	6,380,659				
Period-end common shares outstanding	6,063,441	6,048,405	6,043,176	6,028,491	6,071,546				
<b>Balance Sheet Data</b>									
Securities	\$237,986	\$229,945	\$275,483	\$252,562	\$249,331				
Loans	582,395	721,871	885,095	1,004,390	957,285				
Allowance for loan losses	21,232	31,511	40,909	15,018	10,755				
Total assets	967,984	1,105,162	1,312,684	1,401,881	1,364,999				
Total deposits	848,638	931,105	1,054,689	1,049,220	1,033,022				
Stockholders' equity	32,569	42,921	112,614	115,908	118,876				
<b>Earnings Performance Data</b>									
Return on average total assets	(1.01 )%	(5.32 )%	(2.82 )%	0.47 %	0.85 %				
Return on average stockholders' equity	(28.26 )	(66.10 )	(27.80 )	5.43	9.53				
Net interest margin ratio	3.11	2.85	3.26	3.32	3.35				
Bank net interest margin ratio	3.28	2.99	3.39	3.51	3.54				
Efficiency ratio (1)	82.88	81.05	71.21	64.32	66.67				
<b>Asset Quality Ratios</b>									
Nonperforming assets to total end of period assets	7.80 %	8.65 %	7.40 %	1.64 %	0.51 %				
Nonperforming loans to total end of period loans	7.87	9.70	9.14	1.03	0.43				
Net loan charge-offs to total average loans	3.24	5.47	2.74	0.38	0.08				
Allowance for loan losses to total loans	3.65	4.37	4.62	1.50	1.12				
Allowance for loan losses to nonperforming loans	46.32	45.02	50.59	145.55	262.96				
<b>Capital Ratios</b>									
Bank total capital to risk adjusted assets	10.28	9.69	11.13	12.75	11.00				
Bank tier 1 leverage ratio	6.06	5.96	7.60	9.39	8.28				
Average equity to average assets	3.58 %	8.05 %	10.14 %	8.69 %	8.90 %				
Total capital to risk adjusted assets	9.03	9.35	11.34	12.18	10.23				
Tier 1 leverage ratio	3.74	5.08	7.10	8.10	7.69				

(1) Calculated as noninterest expense less amortization of intangibles and expenses related to other real estate owned divided by the sum of net interest income before provisions for loan losses and total noninterest income excluding securities gains and losses and gains on sale of assets.

NM Not meaningful.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is intended to address the significant factors affecting our Consolidated Statements of Income for the years 2009 through 2011 and Consolidated Balance Sheets as of December 31, 2011 and 2010. When we use the terms "Centrue," the "Company," "we," "us," and "our," we mean Centrue Financial Corporation, a Delaware Corporation, and its consolidated subsidiary. When we use the term the "Bank," we are referring to our wholly owned banking subsidiary, Centrue Bank.

Management's discussion and analysis ("MD&A") should be read in conjunction with "Selected Consolidated Financial Data," the consolidated financial statements of the Company, and the accompanying notes thereto. Unless otherwise stated, all earnings per share data included in this section and throughout the remainder of this discussion are presented on a fully diluted basis. All financial information in the following tables are displayed in thousands (000s), except per share data.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934 as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations of the Company, are generally identified by the use of words such as "believe," "expect," "intend," "anticipate," "estimate," "project," "planned" or "potential" or similar expressions.

The Company's ability to predict results, or the actual effect of future plans or strategies, is inherently uncertain. Factors which could have a material adverse effect on the operations and future prospects of the Company and the subsidiaries include, but are not limited to, changes in: interest rates; general economic conditions; legislative/regulatory changes; monetary and fiscal policies of the U.S. government, including policies of the U.S. Treasury and the Federal Reserve Board; the quality and composition of the loan or securities portfolios; demand for loan products; deposit flows; competition; demand for financial services in the Company's market areas; the Company's implementation of new technologies; the Company's ability to develop and maintain secure and reliable electronic systems; and accounting principles, policies, and guidelines. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Critical Accounting Policies and Estimates

Critical accounting estimates are those that are critical to the portrayal and understanding of Centrue's financial condition and results of operations and require management to make assumptions that are difficult, subjective or complex. These estimates involve judgments, estimates and uncertainties that are susceptible to change. In the event that different assumptions or conditions were to prevail, and depending on the severity of such changes, the possibility of materially different financial condition or results of operations is a reasonable likelihood.

Centrue's significant accounting policies are described in Note 1 in the Notes to the Consolidated Financial Statements. The majority of these accounting policies do not require management to make difficult, subjective or complex

judgments or estimates or the variability of the estimates is not material. However, the following policies could be deemed critical:

**Securities:** Securities are classified as available-for-sale when Centrue may decide to sell those securities due to changes in market interest rates, liquidity needs, changes in yields on alternative investments, and for other reasons. They are carried at fair value with unrealized gains and losses, net of taxes, reported in other comprehensive income. All of Centrue's securities are classified as available-for-sale. For all securities, we obtain fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Due to the limited nature of the market for certain securities, the fair value and potential sale proceeds could be materially different in the event of a sale.

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Realized securities gains or losses are reported in securities gains (losses), net in the Consolidated Statements of Income. The cost of securities sold is based on the specific identification method. Declines in the fair value of available for sale securities below their amortized cost are evaluated to determine whether the loss is temporary or other-than-temporary. If the Company (a) has the intent to sell a debt security or (b) is more likely than not will be required to sell the debt security before its anticipated recovery, then the Company recognizes the entire unrealized loss in earnings as an other-than-temporary loss. If neither of these conditions are met, the Company evaluates whether a credit loss exists. The impairment is separated into (a) the amount of the total impairment related to the credit loss and (b) the amount of total impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings and the amount related to all other factors is recognized in other comprehensive income.

The Company also evaluates whether the decline in fair value of an equity security is temporary or other-than-temporary. In determining whether an unrealized loss on an equity security is temporary or other-than-temporary, management considers various factors including the magnitude and duration of the impairment, the financial condition and near-term prospects of the issuer, and the intent and ability of the Company to hold the equity security to forecasted recovery.

**Allowance for Loan Losses:** The allowance for loan losses is a reserve established through a provision for probable loan losses charged to expense, which represents management's estimate of probable credit losses inherent in the loan portfolio. Estimating the amount of the allowance for loan losses requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. Loan losses are charged off against the allowance, while recoveries of amounts previously charged off are credited to the allowance. A provision for loan losses is charged to operations based on management's periodic evaluation of the factors previously mentioned, as well as other pertinent factors.

The allowance for loan losses is based on an estimation computed pursuant to the requirements of Financial Accounting Standards Board guidance and rules stating that the analysis of the allowance for loan losses consists of three components:

**Specific Component.** The specific credit allocation component is based on an analysis of individual loans over a fixed-dollar amount where the internal credit rating is at or below a predetermined classification for which the recorded investment in the loan exceeds its fair value. The fair value of the loan is determined based on either the present value of expected future cash flows discounted at the loan's effective interest rate, the market price of the loan, or, if the loan is collateral dependent, the fair value of the underlying collateral less cost of sale. These analyses involve a high degree of judgment in estimating the amount of loss associated with specific loans, including estimating the amount and timing of future cash flows and collateral values;

**Historical Loss Component.** The historical loss component is mathematically based using a modified loss migration analysis that examines historical loan loss experience for each loan category. The loss migration is performed quarterly and loss factors are updated regularly based on actual experience. The general portfolio allocation element of the allowance for loan losses also includes consideration of the amounts necessary for concentrations and changes in portfolio mix and volume. The methodology utilized by



management to calculate the historical loss portion of the allowance adequacy analysis is based on historical losses. During 2009, this historical loss period migrated from a rolling twenty quarters average (5 years) to a weighted twelve-quarter average (3 years). This migration reflects the increasing economic risk and higher losses being experienced in the portfolio; and

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**Qualitative Component.** The qualitative component requires qualitative judgment and estimates reserves based on general economic conditions as well as specific economic factors believed to be relevant to the markets in which the Company operates. The process for determining the allowance (which management believes adequately considers all of the potential factors which might possibly result in credit losses) includes subjective elements and, therefore, may be susceptible to significant change.

To the extent actual outcomes differs from management estimates, additional provision for credit losses could be required that could adversely affect the Company's earnings or financial position in future periods.

**Other Real Estate Owned:** Other real estate owned includes properties acquired in partial or total satisfaction of certain loans. Properties are recorded at the lower of the recorded investment in the loans for which the properties previously served as collateral or the fair value, which represents the estimated sales price of the properties on the date acquired less estimated selling costs. Any write-downs in the carrying value of a property at the time of acquisition are charged against the allowance for loan losses. Management periodically reviews the carrying value of other real estate owned. Any write-downs of the properties subsequent to acquisition, as well as gains or losses on disposition and income or expense from the operations of other real estate owned, are recognized in operating results in the period they are realized.

**Goodwill:** Goodwill is tested annually for impairment using a two-step process that begins with an estimation of the fair value of a reporting unit, which for the Company is the Bank. The first step is a screen for potential impairment and the second step measures the amount of impairment, if any.

Based upon impairment testing in the second quarter of 2009, Centrue Bank indicated potential impairment and was subjected to the second step of goodwill impairment testing. Centrue Bank experienced operating losses driven by the deterioration in the real estate markets and other-than-temporary impairment losses on pooled trust preferred collateralized debt obligations. The operating losses and the effects of the current economic environment on the valuation of financial institutions and the capital markets had a significant, negative effect on the fair value of Centrue Bank. As a result of applying the second step of the impairment test, Centrue Bank recorded goodwill impairment of \$8.5 million in 2009.

Based upon impairment testing in the fourth quarter of 2009, Centrue Bank indicated potential impairment and was subjected to the second step of goodwill impairment testing. The results of the second step test indicated no additional impairment as the fair value of the balances supported the level of goodwill carried.

Based upon impairment testing in the fourth quarter of 2010, Centrue Bank indicated potential impairment and was subjected to the second step of goodwill impairment testing. As a result of applying the second step of the impairment test, all remaining goodwill associated with our banking operations was determined to be fully impaired, totaling \$15.9 million.

**Deferred Income Taxes:** In accordance with current income tax accounting guidance, the Company assessed whether a valuation allowance should be established against their deferred tax assets (DTAs) based on consideration of all available evidence using a "more likely than not" standard. The most significant portions of the deductible temporary differences relate to (1) net operating loss carryforwards (2) the allowance for loan losses and (3) fair value adjustments or impairment write-downs related to securities.

In assessing the need for a valuation allowance, both the positive and negative evidence about the realization of DTAs were evaluated. The ultimate realization of DTAs is based on the Company's ability to carryback net operating losses to prior tax periods, tax planning strategies that are prudent and feasible, and the reversal of deductible temporary differences that can be offset by taxable temporary differences and future taxable income.

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After evaluating all of the factors previously summarized and considering the weight of the positive evidence compared to the negative evidence, the Company determined a full valuation adjustment was necessary as of December 31, 2010 and December 31, 2011. A three year cumulative loss position and continued near-term losses represent negative evidence that cannot be overcome with future taxable income.

#### General

Centrue Financial Corporation is a bank holding company organized under the laws of the State of Delaware. The Company provides a full range of products and services to individual and corporate customers extending from the far western and southern suburbs of the Chicago metropolitan area across Central Illinois down to the metropolitan St. Louis area. These products and services include demand, time, and savings deposits; lending; mortgage banking, brokerage, asset management, and trust services. Brokerage, asset management, and trust services are provided to our customers on a referral basis to third party providers. The Company is subject to competition from other financial institutions, including banks, thrifts and credit unions, as well as nonfinancial institutions providing financial services. Additionally, the Company and its subsidiary, Centrue Bank, are subject to regulations of certain regulatory agencies and undergo periodic examinations by those regulatory agencies.

#### Recent Developments

In September 2011, Kurt R. Stevenson was appointed President, Chief Executive Officer and Director of the Company and Bank following the resignation of Thomas A. Daiber. Mr. Daiber resigned as President, Chief Executive Officer and Director of the Company and Bank. Mr. Stevenson previously served as Senior Executive Vice President and Chief Financial Officer of the Company and Bank. Several existing and new senior officers have been appointed to serve as the core leadership for the Company and Bank.

Richard C. Peterson was appointed to the Company's Board of Directors by the United States Treasury in September 2011 and to the Bank's Board of Directors in December 2011.

#### Merger, Acquisition and Divestiture Activity

On November 18, 2011, the Company completed the sale of its Champaign branch to Marine Bank headquartered in Springfield, Illinois. Marine Bank assumed approximately \$23.5 million in deposits and acquired \$10.3 million in loans. The net gain on the sale was \$1.3 million.

On June 30, 2010, the Company completed the sale of its Effingham branch to Washington Savings Bank headquartered in Effingham, Illinois. Washington Savings Bank assumed approximately \$19.5 million in deposits and acquired \$5.9 million in loans. The net gain on the sale was \$1.2 million.

On January 23, 2009, the Company completed the sale of its trust product line. There was no gain or loss recorded on this transaction, other than a \$0.2 million impairment of related goodwill.

#### Results of Operations

##### Net Income

2011 compared to 2010. Net loss equaled \$10.6 million or (\$2.08) per diluted share for the year ended December 31, 2011 as compared to a net loss of \$65.8 million or (\$11.20) per diluted share for the year ended December 31, 2010.

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The Company's annual results for 2011 were adversely impacted by an \$11.4 million provision for loan losses, \$6.8 million of OREO valuation adjustments and \$0.5 million non-cash impairment charges primarily related to trust-preferred collateralized debt obligations ("CDO"). These factors were largely reflective of continued stress of general economic conditions, primarily driven by the volatility of the real estate markets experienced during 2011.

2010 compared to 2009. Net loss equaled \$65.8 million or (\$11.20) per diluted share for the year ended December 31, 2010 as compared to a net loss of \$38.1 million or (\$6.61) per diluted share for the year ended December 31, 2009.

The Company's annual results for 2010 were adversely impacted by a \$34.6 million provision for loan losses, a \$30.3 million deferred tax valuation allowance taken in the third and fourth quarter, \$15.9 million of goodwill impairment and \$5.0 million non-cash impairment charges primarily related to trust-preferred collateralized debt obligations ("CDO"). These factors were largely reflective of continued deterioration of general economic conditions, primarily driven by the deterioration of the real estate markets and continued volatility in the CDO markets experienced during 2010.

#### Net Interest Income/ Margin

Net interest income is the difference between income earned on interest-earning assets and the interest expense incurred for the funding sources used to finance these assets. Changes in net interest income generally occur due to fluctuations in the volume of earning assets and paying liabilities and rates earned and paid, respectively, on those assets and liabilities. The net yield on total interest-earning assets, also referred to as net interest margin, represents net interest income divided by average interest-earning assets. Net interest margin measures how efficiently the Company uses its earning assets and underlying capital. The Company's long-term objective is to manage those assets and liabilities to provide the largest possible amount of income while balancing interest rate, credit, liquidity and capital risks. For purposes of this discussion, both net interest income and margin have been adjusted to a fully tax equivalent basis for certain tax-exempt securities and loans.

2011 compared to 2010. Net interest income, on a tax equivalent basis, decreased \$2.8 million from \$31.2 million earned during the full year 2010 to \$28.4 million for the full year 2011. This was the result of a decrease in interest income more than offsetting a decrease in interest expense.

Tax-equivalent interest income declined \$9.9 million as compared to 2010. A \$180.0 million decrease in interest-earning assets reduced interest income by \$7.9 million. The decrease in interest-earning assets was largely due to a reduction in loan growth related to strategic initiatives to reduce balance sheet risk and there being fewer qualified borrowers in the market. A 19 basis point decline in the average yield on interest-earning assets reduced interest income by \$2.0 million as new loans were placed on nonaccrual status, the security portfolio had more coupon rates reset to historical lows and higher yielding securities were sold and replaced with lower yielding instruments with higher premium amortization.

Interest expense declined \$7.1 million as compared to 2010. A \$135.0 million decrease in interest-bearing liabilities reduced interest expense by \$2.2 million. The decrease in interest-bearing liabilities was largely due to strategic initiatives to reduce balance sheet risks by limiting loan growth and using the proceeds from loan payoffs to decrease high cost time deposits and FHLB advances. A 53 basis point decline in total funding costs reduced interest expense by \$4.9 million as the pricing on deposits, especially time deposits, lagged the sharp decline in rates experienced in

2008.

The net interest margin increased 26 basis points to 3.11% for the year ended December 31, 2011 from 2.85% during the same period in 2010. The Company's margin has been under pressure primarily due to the cost of retaining surplus liquidity, average loan volume decline, higher premium amortization due to increased prepayments and lower coupon income with adjustable resets in the security portfolio and the impact of nonaccrual loan interest reversals. Positively impacting the margin was increased utilization of interest rate floors on a majority of variable rate loans and a reduction in the Company's cost of interest-bearing liabilities due to maturity of higher rate time deposits and the decline in market interest rates. Due largely to the protracted economic downturn, the carrying cost of nonaccrual loans and the Company's interest rate sensitivity, the margin will likely remain under pressure throughout 2012.

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2010 compared to 2009. Net interest income, on a tax equivalent basis, decreased \$8.3 million from \$39.5 million earned during the full year 2009 to \$31.2 million for the full year 2010. This was the result of a decrease in interest income more than offsetting a decrease in interest expense.

Tax-equivalent interest income declined \$14.6 million as compared to 2009. A \$118.9 million decrease in interest-earning assets reduced interest income by \$5.9 million. The decrease in interest-earning assets was largely due to a reduction in loan growth related to strategic initiatives to reduce balance sheet risk and there being fewer qualified borrowers in the market. A 76 basis point decline in the average yield on interest-earning assets reduced interest income by \$8.6 million as new loans were placed on nonaccrual status, the security portfolio had more coupon rates reset to historical lows and higher yielding securities were sold and replaced with lower yielding instruments.

Interest expense declined \$6.2 million as compared to 2009. A \$79.7 million decrease in interest-bearing liabilities reduced interest expense by \$1.7 million. The decrease in interest-bearing liabilities was largely due to strategic initiatives to reduce balance sheet risks by limiting loan growth and using the proceeds from loan payoffs to decrease high cost time deposits and FHLB advances. A 45 basis point decline in total funding costs reduced interest expense by \$4.5 million as the pricing on deposits, especially time deposits, lagged the sharp decline in rates experienced in 2008.

The net interest margin decreased 41 basis points to 2.85% for the year ended December 31, 2010 from 3.26% during the same period in 2009. The Company's margin has been under pressure primarily due to the cost of retaining surplus liquidity, average loan volume decline, higher premium amortization due to increased prepayments and lower coupon income with adjustable resets in the security portfolio and the impact of nonaccrual loan interest reversals. Additionally, the loan portfolio purchase accounting adjustments that were accreted into interest income related to the Company's 2006 merger expired in the first quarter of 2010. Positively impacting the margin was increased utilization of interest rate floors on a majority of variable rate loans and a reduction in the Company's cost of interest-bearing liabilities due to maturity of higher rate time deposits and the decline in market interest rates.

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AVERAGE BALANCE SHEET  
AND ANALYSIS OF NET INTEREST INCOME

	For the Years Ended December 31,									
	2011			2010			2009			
	Average Balance	Interest Income/Average Expense	Average Rate	Average Balance	Interest Income/Average Expense	Average Rate	Average Balance	Interest Income/Average Expense	Average Rate	
<b>ASSETS</b>										
Interest-earning assets										
Interest-earning deposits	\$2,906	\$59	2.03 %	\$4,108	\$74	1.80 %	\$2,755	\$48	1.76 %	
Securities										
Taxable	214,647	4,084	1.90	251,127	5,916	2.36	217,097	8,638	3.98	
Non-taxable	19,651	1,078	5.48	30,253	1,594	5.27	35,540	1,946	5.48	
Total securities (tax equivalent)	234,298	5,162	2.20	281,380	7,510	2.67	252,637	10,584	4.19	
Federal funds sold	9,684	99	1.02	2,045	38	1.88	620	32	5.18	
Loans										
Commercial	124,785	6,853	5.49	135,848	7,904	5.82	151,821	8,869	5.84	
Real estate	537,605	27,166	5.05	664,663	33,606	5.06	797,431	43,992	5.52	
Installment and other	2,527	263	10.40	3,741	342	9.15	5,431	499	9.18	
Gross loans (tax equivalent)	664,917	34,282	5.16	804,252	41,852	5.20	954,683	53,360	5.59	
Total interest-earnings assets	911,805	39,602	4.34	1,091,785	49,474	4.53	1,210,695	64,024	5.29	
Noninterest-earning assets										
Cash and cash equivalents	56,463			51,631			44,315			
Premises and equipment, net	24,866			27,874			31,225			
Other assets	51,685			65,576			64,410			
Total non-interest-earning assets	133,014			145,081			139,950			
Total assets	\$1,044,819			\$1,236,866			\$1,350,645			

**LIABILITIES AND  
STOCKHOLDERS'  
EQUITY**
**Interest-bearing  
liabilities**

NOW accounts	85,049	168	0.20 %	98,535	308	0.31 %	103,928	611	0.59 %
<b>Money market</b>									
accounts	127,967	818	0.64	131,173	1,215	0.93	145,870	2,125	1.46
Savings deposits	96,747	124	0.13	93,207	179	0.19	89,315	240	0.27
<b>Time \$100,000 and</b>									
<b>over</b>									
Other time deposits	184,037	3,358	1.83	214,215	4,930	2.30	237,912	6,195	2.60
Other time deposits	280,742	3,776	1.35	350,216	7,937	2.27	363,356	11,383	3.13
<b>Federal funds</b>									
<b>purchased and</b>									
<b>repurchase</b>									
<b>agreements</b>									
agreements	18,190	44	0.24	13,512	45	0.34	28,670	148	0.52
<b>Advances from</b>									
<b>FHLB</b>									
Advances from FHLB	50,354	1,452	2.88	77,031	2,265	2.94	87,547	2,296	2.62
<b>Notes payable and</b>									
<b>subordinated</b>									
<b>debentures</b>									
Notes payable and subordinated debentures	31,431	1,485	4.67	31,609	1,437	4.49	32,628	1,564	4.74
<b>Total</b>									
<b>interest-bearing</b>									
<b>liabilities</b>									
Total interest-bearing liabilities	874,517	11,225	1.28	1,009,498	18,316	1.81	1,089,226	24,562	2.26

**Noninterest-bearing  
liabilities**

<b>Noninterest-bearing</b>									
<b>deposits</b>									
Noninterest-bearing deposits	118,654			115,111			113,533		
<b>Other liabilities</b>									
Other liabilities	14,233			12,705			10,926		
<b>Total</b>									
<b>noninterest-bearing</b>									
<b>liabilities</b>									
Total noninterest-bearing liabilities	132,887			127,816			124,459		
<b>Stockholders' equity</b>									
Stockholders' equity	37,415			99,552			136,960		

**Total liabilities and  
stockholders' equity**

Total liabilities and stockholders' equity	\$1,044,819			\$1,236,866			\$1,350,645		
<b>Net interest income</b>									
<b>(tax equivalent)</b>									
Net interest income (tax equivalent)		\$28,377			\$31,158			\$39,462	
<b>Net interest income</b>									
<b>(tax equivalent) to</b>									
<b>total earning assets</b>									
Net interest income (tax equivalent) to total earning assets			3.11 %			2.85 %			3.26 %
<b>Interest-bearing</b>									
<b>liabilities to earning</b>									
<b>assets</b>									
Interest-bearing liabilities to earning assets	95.91 %			92.46 %			89.97 %		

(1) Average balance and average rate on securities classified as available-for-sale are based on historical amortized cost balances.

(2)

Interest income and average rate on non-taxable securities are reflected on a tax equivalent basis based upon a statutory federal income tax rate of 34.00%.

- (3) Nonaccrual loans are included in the average balances.
- (4) Overdraft loans are excluded in the average balances.

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The Company's net interest income is affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, referred to as "volume change." It is also affected by changes in yields earned on interest-earning assets and rates paid on interest-bearing deposits and other borrowed funds referred to as "rate change." The following table reflects the changes in net interest income stemming from changes in interest rates and from asset and liability volume, including mix. Any variance attributable jointly to volume and rate changes is allocated to the volume and rate variances in proportion to the relationship of the absolute dollar amount of the change in each.

RATE/VOLUME ANALYSIS OF  
NET INTEREST INCOME

	For the Years Ended December 31, 2011 Compared to 2010			2010 Compared to 2009		
	Change Due to Volume	Rate	Net	Change Due to Volume	Rate	Net
Interest-income:						
Interest-earning deposits	\$(21 )	\$6	\$(15 )	\$25	\$1	\$26
Investment securities:						
Taxable	(547 )	(1,285 )	(1,832 )	1,741	(4,463 )	(2,722 )
Non-taxable	(564 )	48	(516 )	(270 )	(82 )	(352 )
Federal funds sold	87	(26 )	61	39	(33 )	6
Loans	(6,840 )	(730 )	(7,570 )	(7,458 )	(4,050 )	(11,508 )
Total interest income	\$(7,885 )	\$(1,987 )	\$(9,872 )	\$(5,923 )	\$(8,627 )	\$(14,550 )
Interest expense:						
NOW accounts	(25 )	(115 )	(140 )	(35 )	(268 )	(303 )
Money market accounts	22	(419 )	(397 )	(219 )	(691 )	(910 )
Savings deposits	13	(68 )	(55 )	8	(69 )	(61 )
Time, \$100,000 and over	(523 )	(1,049 )	(1,572 )	(608 )	(657 )	(1,265 )
Other time deposits	(961 )	(3,200 )	(4,161 )	(445 )	(3,001 )	(3,446 )
Federal funds purchased and repurchase agreements	14	(15 )	(1 )	(69 )	(34 )	(103 )
Advances from FHLB	(765 )	(48 )	(813 )	(293 )	262	(31 )
Notes payable	1	47	48	(42 )	(85 )	(127 )
Total interest expense	\$(2,224 )	\$(4,867 )	\$(7,091 )	\$(1,703 )	\$(4,543 )	\$(6,246 )

Net interest income	\$(5,661 )	\$2,880	\$(2,781 )	\$(4,220 )	\$(4,084 )	\$(8,304 )
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#### Provision for Loan Losses

The amount of the provision for loan losses is based on management's evaluations of the loan portfolio, with particular attention directed toward nonperforming, impaired and other potential problem loans. During these evaluations, consideration is also given to such factors as management's evaluation of specific loans, the level and composition of impaired loans, other nonperforming loans, other identified potential problem loans, historical loss experience, results of examinations by regulatory agencies, results of the independent asset quality review process, the market value of collateral, the estimate of discounted cash flows, the strength and availability of guarantees, concentrations of credits, and various other factors, including concentration of credit risk in various industries and current economic conditions.

2011 compared to 2010. The 2011 provision for loan losses charged to operating expense totaled \$11.4 million, a decrease of \$23.2 million in comparison to \$34.6 million recorded in the 2010 period. The provision level for 2011 was driven by the following factors:

- continued, but slowing, migration of performing loans to nonperforming status, requiring additional reserves;
- continued charge-offs of previously accrued specific allocation that impacts historical loss levels;
- elevated past due loans;

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weakening guarantor positions due to ongoing challenging economic conditions;  
 continued deteriorating collateral values, especially for development or development related properties.

Management continues to update collateral values and evaluate the level of specific allocations for impaired loans. As impaired loans have moved through the liquidation process, many of the previously established specific allocations have been charged off. Foreclosure of impaired loans has resulted in an increase in the level of other real estate owned as foreclosed properties have been especially difficult to move in the current economic environment.

Management continues to diligently monitor the loan portfolio, paying particular attention to borrowers with land development, residential and commercial real estate, and commercial development exposures. Many of these relationships continued to show duress due to the ongoing economic downturn being experienced for this industry that existed throughout 2010 and 2011. Should the economic climate deteriorate from current levels, more borrowers may experience repayment difficulty, and the level of nonperforming loans, charge-offs and delinquencies will rise requiring further increases in the provision for loan losses.

2010 compared to 2009. The 2010 provision for loan losses charged to operating expense totaled \$34.6 million, a decrease of \$17.4 million in comparison to \$52.0 million recorded in the 2009 period. The provision level for 2010 was driven by the following factors:

lowering levels of nonperforming loans and less new credits that migrated to nonperforming status;  
 current quarter charge-offs decreased significantly from the prior quarter;  
 declining trend in past due loans;  
 some stabilization of collateral values.

#### Noninterest Income

Noninterest income consists of a wide variety of fee-based revenues, including bank-related service charges on deposits, mortgage revenues and increases in cash surrender value on bank-owned life insurance. The following table summarizes the Company's noninterest income:

	Years Ended December 31,		
	2011	2010	2009
Service charges	\$4,599	\$5,264	\$6,421
Mortgage banking income	1,321	1,807	2,303
Electronic banking services	2,172	2,057	1,923
Bank-owned life insurance	1,009	1,038	1,048
Other income	819	944	1,065
Subtotal recurring noninterest income	9,920	11,110	12,760
Securities gains (losses)	1,157	2,701	251
Net impairment on securities	(499 )	(5,021 )	(12,606 )
Gain on sale of OREO	25	333	178
Gain on sale of other assets	1,332	1,695	128

Total noninterest income	\$11,935	\$10,818	\$711
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2011 compared to 2010. Total noninterest income totaled \$11.9 million for the year ended December 31, 2011, as compared to \$10.8 million for the same period in 2010. This represented an increase of \$1.1 million in 2011 over the prior period.

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Included in 2011 and 2010 noninterest income results were securities gains, credit impairment charges on CDO securities, and gains related to the sale of OREO and other assets, which includes the 2011 gain on sale of the Champaign branch and the 2010 gain on sale of the Effingham branch. Excluding these items from both periods, recurring noninterest income declined \$1.2 million or 10.8% in 2011 versus 2010 levels. This decrease was primarily due to a \$0.7 million decrease related to a decline in NSF and overdraft fees. Also contributing was a \$0.5 million decrease in mortgage banking income due to lower production.

2010 compared to 2009. Total noninterest income totaled \$10.8 million for the year ended December 31, 2010, as compared to \$0.7 million for the same period in 2009. This represented an increase of \$10.1 million in 2010 over the prior period.

Included in 2010 and 2009 noninterest income results were securities gains, credit impairment charges on CDO securities, and gains related to the sale of OREO and other assets, which includes the 2010 gain on sale of the Effingham branch. Excluding these items from both periods, recurring noninterest income declined \$1.7 million or 13.28% in 2010 versus 2009 levels. This decrease was primarily due to a \$1.1 million decrease related to reduced consumer spending and its impact on NSF and overdraft fees. Also contributing was a \$0.5 million decrease in mortgage banking income due to lower production.

#### Noninterest Expense

Noninterest expense is comprised primarily of compensation and employee benefits, occupancy and other operating expense. The following table summarizes the Company's noninterest expense:

	Years Ended December 31,		
	2011	2010	2009
Salaries and employee benefits	\$14,127	\$14,549	\$16,195
Occupancy expense, net	2,859	3,200	3,364
Furniture and equipment expenses	1,674	2,152	2,303
Marketing	266	350	783
Supplies and printing	289	399	458
Telephone	910	782	838
Data processing	1,528	1,567	1,510
FDIC insurance	2,524	3,372	2,780
Loan processing and collection costs	2,134	2,434	1,550
Amortization of intangible assets	1,029	1,258	1,537
Other expenses	6,259	5,854	5,867
Subtotal recurring noninterest expenses	33,599	35,917	37,185
Goodwill impairment	—	15,880	8,451
OREO valuation adjustments	6,835	4,092	1,022
Total noninterest expense	\$40,434	\$55,889	\$46,658



2011 compared to 2010. Noninterest expense totaled \$40.4 million for the year ended December 31, 2011, as compared to \$55.9 million for the same period in 2010. This represented a decrease of \$15.5 million or 27.7% in 2011 from 2010.

Included in noninterest expense results were OREO valuation adjustments and goodwill impairment charges in 2010. Excluding these items, recurring noninterest expense declined \$2.3 million or 6.4% in 2011 versus 2010 levels. The decrease was largely due to management's initiatives to reduce costs with regard to salaries and employee benefits, occupancy expense, furniture and equipment costs, marketing expense and other discretionary items. These savings were partially offset by continuing high loan remediation costs, including collection expenses on nonperforming loans and general expenses associated with maintaining other real estate owned.

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If economic conditions remain under pressure and the Company's regulatory action continues in effect, FDIC insurance premiums and costs to remediate loans and collect on nonperforming loans, in addition to expenses associated with maintaining foreclosed real estate, will remain higher than normal.

2010 compared to 2009. Noninterest expense totaled \$55.9 million for the year ended December 31, 2010, as compared to \$46.7 million for the same period in 2009. This represented an increase of \$9.2 million or 19.70% in 2010 from 2009.

Included in 2010 and 2009 noninterest expense results were OREO valuation adjustments and goodwill impairment charges. Excluding these items, recurring noninterest expense declined \$1.3 million or 3.49% in 2010 versus 2009 levels. The decrease was largely due to management's initiatives to reduce costs with regard to salaries and employee benefits, occupancy expense, furniture and equipment costs, marketing expense and other discretionary items. These savings were partially offset by increasing loan remediation costs, including collection expenses on nonperforming loans and general expenses associated with maintaining other real estate owned.

#### Applicable Income Taxes.

Income tax expense (benefit) for the periods included benefits for tax-exempt income, tax-advantaged investments and general business tax credits offset by the effect of nondeductible expenses. The following table shows the Company's income before income taxes, as well as applicable income taxes and the effective tax rate for each of the past three years:

	Years Ended December 31,		
	2011	2010	2009
Loss before income taxes	\$(11,938 )	\$(49,143 )	\$(59,313 )
Applicable income tax expense (benefit)	(1,366 )	16,660	(21,234 )
Effective tax rates	11.44 %	(33.90 %)	35.80 %

The Company recorded a 2011 income tax benefit of \$1.4 million allocated to the loss from continuing operations due to the following GAAP application: the calculation for the income tax provision or benefit generally does not consider the tax effects of changes in other comprehensive income, or OCI, which is a component of shareholders' equity on the balance sheet. However, an exception is provided in certain circumstances, such as when there is a full valuation allowance against net deferred tax assets, there is a loss from continuing operations and income in other components of the financial statements. In such a case, pre-tax income from other categories, such as changes in OCI, must be considered in determining a tax benefit to be allocated to the loss from continuing operations. Excluding this benefit, no tax benefit was recorded for the year due to the full deferred tax valuation allowance which was established as of December 31, 2010.

The Company recorded a 2010 income tax expense of \$16.7 million, which included a deferred tax valuation allowance of \$30.3 million. Excluding this valuation allowance, a tax benefit of \$13.6 million was recorded as a result of the pre-tax loss of \$49.1 million. It should be noted that the entire goodwill impairment charge of \$15.9 million was not deductible for income tax purposes. Excluding the tax valuation adjustment and the goodwill impairment, the 2010 effective tax rate would have approximated 41.06%, which equals the tax benefit at the combined statutory rate

of 38.62% and the benefit realized from the tax-exempt items.

The Company recorded a 2009 income tax benefit of \$21.2 million, as a result of the pre-tax loss of \$59.3 million. It should be noted that \$6.5 million of the goodwill impairment charge of \$8.5 million was not deductible for income tax purposes in the 2009 tax benefit number. Excluding this item, the effective tax rate would have been approximately 40.24% in 2009, which equals the tax benefit at the combined statutory rate of 38.62% and the benefit realized from the tax-exempt items.

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### Preferred Stock Dividends

During the second quarter of 2009, the Company suspended cash dividends on Series A, Series B and Series C preferred stocks.

For 2011, the Company accrued, but did not pay, \$2.0 million in preferred stock dividends. For 2010, the Company accrued \$1.9 million in preferred stock dividends. For 2009, the Company accrued \$1.1 million and paid \$0.7 million in preferred stock dividends. At the end of 2011 \$5.0 million of preferred stock dividends were in arrears.

### Earnings Review by Business Segment

The Company's segment information discussed below focuses on its three primary lines of business (Segment(s)): Retail Banking, Commercial Banking and Treasury. The financial information presented was derived from the Company's internal profitability reporting system that is used by management to monitor and manage the financial performance of the Company. This information is based on internal management accounting policies which have been developed to reflect the underlying economics of the Segments and, to the extent practicable, to portray each Segment as if it operated on a stand-alone basis. Thus, each Segment, in addition to its direct revenues, expenses, assets and liabilities, includes an allocation of shared support function expenses and corporate overhead. All Segments also include funds transfer adjustments to appropriately reflect the cost of funds on loans made, funding credits on deposits generated, and the cost of maintaining adequate liquidity. Apart from these adjustments, the accounting policies used are similar to those described in Note 1 contained in the Notes to Consolidated Financial Statements.

Since there are no comprehensive standards for management accounting that are equivalent to accounting principles generally accepted in the United States of America, the information presented may not necessarily be comparable with similar information from other financial institutions. In addition, methodologies used to measure, assign, and allocate certain items may change from time-to-time to reflect, among other things, accounting estimate refinements, changes in risk profiles, changes in customers or product lines, and changes in management structure.

See Note 22 of the Notes to Consolidated Financial Statements for the presentation of the condensed income statement and total assets for each Segment.

### Retail Segment

The Retail Segment ("Retail") provides retail banking services including direct lending, checking, savings, money market and certificate of deposit ("CD") accounts, safe deposit rental, automated teller machines and other traditional and electronic commerce retail banking services to individual customers through the Bank's branch locations in Illinois and Missouri. The Retail Segment also provides a variety of mortgage lending products to meet customer needs. The majority of the mortgage loans originated are sold to a third party mortgage services company, which provides private label loan processing and servicing support for both loans sold and loans retained by the Bank.

2011 compared to 2010. Retail generated a net loss of \$2.8 million, or 26.42% of total segment net loss in 2011, as compared to net loss of \$13.4 million, or 20.36% of total segment net loss in 2010. Retail assets were \$165.9 million at December 31, 2011 and represented 17.14% of total consolidated assets. This compared to \$191.4 million or 17.32% at December 31, 2010.

For 2011, there were several positive improvements within the Retail segment. Net interest income improved as interest expense continued to see a strong decline as higher paying time deposits matured and were not replaced and rates on all Retail products are at historical lows. Further affecting the segment profitability was lowered depreciation expense and lower overall expenses. Negatively impacting the segment was increased provision, lower noninterest income (primarily related to lower mortgage banking income) and higher allocated expenses. The decline in the retail assets was primarily related to the decline in the held residential mortgages portfolio and the sale of one of the segments branches and assets during the year.

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2010 compared to 2009. Retail generated a net loss of \$13.4 million, or 20.36% of total segment net loss in 2010, as compared to net loss of \$5.4 million, or 14.17% of total segment net loss in 2009. Retail assets were \$191.4 million at December 31, 2010 and represented 17.32% of total consolidated assets. This compared to \$223.4 million or 17.02% at December 31, 2009.

For 2010, net income remained weak due to lower interest income and the end of purchase accounting market-to-market amortization. Further affecting the segment profitability was tax expense related to the deferred tax valuation allowances that were taken during the year and elevated levels of net allocations due to the allocation of the goodwill impairment charge. The decline in the retail assets was primarily related to the decline in the held residential mortgages portfolio.

#### Commercial Segment

The Commercial Segment ("Commercial") provides commercial banking services including lending, business checking and deposits, and other traditional as well as electronic commerce commercial banking services to middle market and small business customers through the Bank's branch locations located in Illinois and Missouri.

2011 compared to 2010. Commercial generated a net loss of \$5.0 million, or 47.2% of total segment net loss in 2011, as compared to a net loss of \$47.2 million, or 71.7% of total segment net loss in 2010. Commercial assets were \$470.1 million at December 31, 2011 and represented 48.6% of total consolidated assets. This compared to \$576.2 million or 52.1% at December 31, 2010.

Net interest income for 2011 decreased to \$22.5 million from \$25.3 million in 2010 due to a reduction in the loan portfolio. This was positively offset by a lower level of provision of \$11.4 million and a tax benefit received during the year. These positive variances from 2011 were hindered by significant OREO valuation adjustments taken in 2011 and increased OREO and loan collection costs. The decline in the assets was due primarily to strategic reduction initiatives designed to reduce balance sheet risks combined with the portion of loans that were sold with a branch during the year.

2010 compared to 2009. Commercial generated a net loss of \$47.2 million, or 71.73% of total segment net loss in 2010, as compared to a loss of \$25.3 million, or 66.40% of total segment net loss in 2009. Commercial assets were \$576.2 million at December 31, 2010 and represented 52.14% of total consolidated assets. This compared to \$693.1 million or 52.80% at December 31, 2009.

Net interest income for 2010 decreased to \$25.3 million from \$28.0 million in 2009 due to a reduction in the loan portfolio. This was positively offset by lower levels of provision of \$34.6 million which combined with stronger noninterest income than 2009 levels. These positive variances from 2009 were overshadowed by significant OREO valuation adjustments taken in 2010. Further affecting the segment profitability was tax expense related to deferred tax valuation allowances that were taken during the year and net allocations were higher in 2010 due to the allocation of the goodwill impairment charge. The decline in the assets was due primarily to strategic reduction initiatives designed to reduce balance sheet risks.

#### Treasury Segment

The Treasury Segment (“Treasury”) is responsible for managing the investment portfolio, acquiring wholesale funding for loan activity and assisting in the management of the Company’s liquidity and interest rate risk.

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2011 compared to 2010. The Treasury Segment net loss was \$2.8 million, or 26.4% of total segment net loss in 2011, as compared to net loss of \$5.2 million, or 7.9% of total segment net loss for the same period in 2010. Treasury assets were \$250.7 million at December 31, 2011, or 25.9% of consolidated assets. This compares to \$218.0 million or 19.7% at December 31, 2010.

Treasury's net loss for 2011 was impacted by \$0.5 million in non-cash impairment charges related to CDO securities and a significant drop in yield on the security portfolio as higher yielding securities were sold and replaced with lower yielding instruments with higher premium amortization. These negative variances were partially offset by gains of \$1.2 million being realized from the sale of securities.

In 2011, total Treasury assets increased as funds from the strategic initiatives designed to reduce balance sheet risks, result in loan pay downs and sales of OREO property. This excess cash was then invested in the securities portfolio.

2010 compared to 2009. The Treasury Segment net loss was \$5.2 million or 7.90% of total segment net loss in 2010, as compared to net loss of \$7.3 million, or 19.16% of total segment net loss for the same period in 2009. Treasury assets were \$218.0 million at December 31, 2010, or 19.72% of consolidated assets. This compares to \$277.4 million or 21.13% at December 31, 2009.

Treasury's net loss for 2010 was impacted by \$5.0 million in non-cash impairment charges related to CDO securities, tax expense related to the deferred tax valuation allowances that were taken during the year and elevated levels of net allocations due to the allocation of the goodwill impairment charge. This negative variance is also augmented by lower net interest due largely to higher yielding securities being sold or having their coupon rates reset to historical rate lows during the period. These negative variances were partially offset by gains of \$2.7 million being realized from the sale of securities.

In 2010, total Treasury assets decreased due to strategic initiatives to supplement capital by realizing gains in the security portfolio.

#### Interest Rate Sensitivity Management

The business of the Company and the composition of its balance sheet consist of investments in interest-earning assets (primarily loans and securities) which are funded for the most part by interest-bearing liabilities (deposits and borrowings). All of the financial instruments of the Company are held for investment rather than trading purposes. Such financial instruments have varying levels of sensitivity of economic value to changes in market rates of interest, but also sensitivity in coupon income for adjustable rate instruments and reinvestment income of maturing instruments. The operating income and net income of the Bank depends, to a substantial extent, on "rate differentials," i.e., the differences between the income the Bank receives from loans, securities, and other earning assets and the interest expense they pay to obtain deposits and other funding sources. These rates are highly sensitive to many factors that are beyond the control of the Bank, including general economic conditions and the policies of various governmental and regulatory authorities.

The Company measures its overall interest rate sensitivity through a multiple scenario analysis. The primary analysis measures the change in net interest income resulting from instantaneous hypothetical changes in interest rates. This analysis assesses the risk of changes in net interest income in the event of a sudden and sustained 100 to 300 basis



point increase or decrease in market interest rates. Due to the current rate environment, this analysis was done in 2010 using a 50 basis point decrease in rates versus the normal 100 to 300 basis point decrease. Computations of the prospective effects of hypothetical interest rate changes are based on numerous assumptions including parallel shifts of market interest rates, loan and security prepayments, and deposit run-off rates and should not be relied upon as indicative of actual results. Actual values may differ from those projections set forth above, should market conditions vary from the assumptions used in preparing the analysis. Further, the computations do not contemplate actions the Company may undertake in response to changes in interest rates. The interest rates scenarios are used for analytical purposes and do not necessarily represent management's view of future market movements.

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The tables below present the Company's projected changes in net interest income for 2011 and 2010 for the various rate shock levels.

	Change in Net Interest Income Over One Year Horizon			
	December 31, 2011		December 31, 2010	
	Change		Change	
	\$	%	\$	%
+300 bp	\$ 1,442	5.45 %	\$ (570 )	(1.82 )%
+200 bp	743	2.81	(1,637 )	(5.23 )
+100 bp	174	0.66	(1,376 )	(4.40 )
+ 50 bp	107	0.41	(701 )	(2.24 )
Base	—	—	—	—
- 50 bp	(299 )	(1.13 )	568	1.82

Based on the Company's model at December 31, 2011, the effect of an immediate 200 basis point increase in interest rates would increase the Company's net interest income by 2.81% or approximately \$0.7 million. The effect of an immediate 50 basis point decrease in rates would decrease the Company's net interest income by \$0.3 million or 1.13%.

During the year of 2011, management continued to focus on mitigating the adverse exposure of income and the net market value of assets to rising interest rates. This was accomplished by allowing the fixed rate securities to run off and replacing them with adjustable rate securities. The loan portfolio had a lower amount of loans on which interest was not accruing at the end of the year, thus having a larger percentage of the total benefitting from rising interest rates. The primary factor increasing the benefit to the margin from rising interest rates was the greater percentage of funding coming from non-maturity deposits. These deposits tend to be less sensitive to rising interest rates as these are primarily transactions balances. This is somewhat related to the general industry trend of an influx of funds from money market mutual funds which will likely be less secure funding. This makes it necessary to invest these funds focusing on less volatile assets. With the influx of deposits into non-maturity accounts there was reduced dependence on time deposits and from wholesale funding. This reduction was aided by the sale of a branch that had a relatively heavy concentration of time deposits. Time deposits and wholesale funding tend to have the highest sensitivity to rising interest rates and of reduced concentration of this type of funding allows greater benefit to the margin from rising interest rates.

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### Financial Condition

The Company offers a broad range of products, including commercial; agricultural production and agricultural real estate; construction, land and development; commercial real estate, 1-4 family mortgages; and consumer loans, designed to meet the credit needs of its borrowers. The Company's loans are diversified by borrower and industry group.

Outstanding loans totaled \$582.4 million at December 31, 2011 compared to \$721.9 million at December 31, 2010, representing a decrease of \$139.5 million or 19.32%. Excluding net charge-offs of \$21.7 million and transfers to OREO of \$23.2 million, loans decreased \$94.6 million primarily due to a combination of normal attrition, pay-downs and strategic initiatives to reduce balance sheet risk. Due to economic conditions, we have also experienced a decrease in the number of loan applications as many borrowers are trying to reduce their debt. Construction lending, which is inherently more risky in the current economic climate, decreased \$30.1 million or 41.7% since year end 2010. Approximately \$10.6 million, or 35.3% of this decrease, was related to gross charge-offs.

As of December 31, 2011 and 2010, commitments of the Bank under standby letters of credit and unused lines of credit totaled approximately \$109.8 million and \$122.7 million respectively.

The following table describes the composition of loans by major categories outstanding:

	LOAN PORTFOLIO				
	Aggregate Principal Amount				
	December 31,				
	2011	2010	2009	2008	2007
Commercial	\$ 63,982	\$ 87,226	\$ 111,105	\$ 125,484	\$ 150,809
Agricultural & AGRE	39,128	44,289	39,820	52,606	53,097
Construction, land & development	42,008	72,078	128,309	164,564	158,491
Commercial RE	288,068	342,208	389,534	401,121	328,742
1-4 family mortgages	146,767	172,666	211,695	254,566	255,775
Consumer	2,442	3,404	4,632	6,049	10,371
Total loans	\$ 582,395	\$ 721,871	\$ 885,095	\$ 1,004,390	\$ 957,285
Allowance for loan losses	(21,232 )	(31,511 )	(40,909 )	(15,018 )	(10,755 )
Loans, net	\$ 561,163	\$ 690,360	\$ 844,186	\$ 989,372	\$ 946,530

	Percentage of Total Loan Portfolio									
	December 31,									
	2011	2010	2009	2008	2007					
Commercial	10.99 %	12.08 %	12.55 %	12.49 %	15.75 %					
	6.72	6.14	4.50	5.24	5.55					

Agricultural &  
 AGRE

Construction, land & development	7.21	9.98	14.50	16.38	16.56
Commercial RE	49.46	47.41	44.01	39.94	34.34
1-4 family mortgages	25.20	23.92	23.92	25.35	26.72
Consumer	0.42	0.47	0.52	0.60	1.08
Total loans	100.00	100.00	100.00	100.00	100.00

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Stated loan maturities (including rate loans reset to market interest rates) of the total loan portfolio, net of unearned income, at December 31, 2011 were as follows:

## STATED LOAN MATURITIES (1)

	Within 1 Year	1 to 5 Years	After 5 Years	Total
Commercial	\$ 42,241	\$ 17,166	\$ 4,575	\$ 63,982
Agricultural & AGRE	13,405	12,877	12,846	39,128
Construction, land & development	30,572	10,511	925	42,008
Commercial RE	119,374	119,646	49,048	288,068
1-4 family mortgages	26,481	31,505	88,781	146,767
Consumer	878	1,485	79	2,442
Total	\$ 232,951	\$ 193,190	\$ 156,254	\$ 582,395

(1) Maturities based upon contractual maturity dates

The maturities presented above are based upon contractual maturities. Many of these loans are made on a short-term basis with the possibility of renewal at time of maturity. All loans, however, are reviewed on a continuous basis for creditworthiness.

Rate sensitivities of the total loan portfolio, net of unearned income, at December 31, 2011 were as follows:

## LOAN REPRICING

	Within 1 Year	1 to 5 Years	After 5 Years	Total
Fixed rate	\$ 113,892	\$ 140,955	\$ 28,139	\$ 282,986
Variable rate	74,543	52,028	128,115	254,686
Nonperforming loans	44,516	207	0	44,723
Total	\$ 232,951	\$ 193,190	\$ 156,254	\$ 582,395

## Nonperforming Assets

The Company's financial statements are prepared on the accrual basis of accounting, including the recognition of interest income on its loan portfolio, unless a loan is placed on nonaccrual status. Loans are placed on nonaccrual status when there are serious doubts regarding the collectability of all principal and interest due under the terms of the loans. If a loan is placed on nonaccrual status, the loan does not generate current period income for the Company and any amounts received are generally applied first to principal and then to interest. It is the policy of the Company not to renegotiate the terms of a loan because of a delinquent status. Rather, a loan is generally transferred to nonaccrual status if it is not in the process of collection and is delinquent in payment of either principal or interest beyond 90

days.

The classification of a loan as nonaccrual does not necessarily indicate that the principal is uncollectible, in whole or in part. The Bank makes a determination as to collectability on a case-by-case basis and considers both the adequacy of the collateral and the other resources of the borrower in determining the steps to be taken to collect nonaccrual loans. The final determination as to the steps taken is made based upon the specific facts of each situation. Alternatives that are typically considered to collect nonaccrual loans are foreclosure, collection under guarantees, loan restructuring, or judicial collection actions.

Other nonperforming assets consist of real estate acquired through loan foreclosures or other workout situations and other assets acquired through repossessions.

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Each of the Company's commercial loans is assigned a rating based upon an internally developed grading system. A separate credit administration department also reviews grade assignments on a quarterly basis. Management continuously monitors nonperforming, impaired, and past due loans in an effort to prevent further deterioration of these loans. The Company has an independent loan review function which is separate from the lending function and is responsible for the review of new and existing loans.

The following table sets forth a summary of nonperforming assets:

	December 31,								
	2011	2010	2009	2008	2007				
Nonaccrual loans	\$38,688	\$64,600	\$80,121	\$10,318	\$4,090				
Loans 90 days past due and still accruing interest	—	58	—	—	—				
Troubled debt restructure	7,147	5,332	743	—	—				
Total nonperforming loans	\$45,835	\$69,990	\$80,864	\$10,318	\$4,090				
Other real estate owned	29,667	25,564	16,223	12,723	2,937				
Total nonperforming assets	\$75,502	\$95,554	\$97,087	\$23,041	\$7,027				
Nonperforming loans to total end of period loans	7.87	% 9.70	% 9.14	% 1.03	% 0.43				
Nonperforming assets to total end of period loans	12.96	13.24	10.97	2.29	0.73				
Nonperforming assets to total end of period assets	7.80	8.65	7.40	1.64	0.51				

The Company's level of nonperforming assets continues to decline over the past two years while coping with one of the most severe recessions in decades. The deterioration in the overall economy and real estate markets in particular has negatively impacted the Company's lending portfolio. Total nonperforming assets declined \$20.1 million to \$75.5 million, or 7.80% of total assets, at December 31, 2011 from December 31, 2010. Total nonperforming assets included \$7.1 million in troubled debt restructures, \$29.7 million of foreclosed assets and repossessed real estate, and \$38.7 million of nonaccrual loans. Approximately 51.8% of total nonaccrual loans at December 31, 2011 were concentrated in land development, construction and commercial real estate credits. Additionally, 64.28% of total nonaccrual loans represented loans to 10 borrowers.

#### Nonperforming Loans

Nonperforming loans (nonaccrual, 90 days past due and troubled debt restructures) decreased \$24.2 million from December 31, 2010 largely due to the following factors:

- returning improved loan relationships to accrual status;
- transferring foreclosed or repossessed real estate from the loan portfolio to OREO;

partially charging-off collateral dependent real estate loans down to current fair market value of the collateral; and liquidations and payoffs via workout agreements with borrowers.

The level of nonperforming loans to end of period loans was 7.87% as of December 31, 2011 as compared to 9.70% as of December 31, 2010 and 9.14% as of December 31, 2009. As a result of the decrease in the nonperforming loans, the allowance to nonperforming loan coverage ratio increased to 46.32% in the fourth quarter from 45.02% during the fourth quarter 2010.

#### Other Real Estate Owned

Other real estate owned (OREO) was \$29.7 million as of December 31, 2011 compared to \$25.6 million as of December 31, 2010. During 2011, the Company transferred \$23.0 million of foreclosed or repossessed real estate from the loan portfolio. During 2011, 46 real estate properties were sold. OREO properties with a carrying value of \$21.0 million were written down to their fair value of \$14.2 million, resulting in a charge to earnings of \$6.8 million. This compares to 2010 when OREO properties with a carrying value of \$16.9 million were written down to their fair value of \$12.8 million, which resulted in a charge to earnings of \$4.1 million during the year.



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The following table sets forth a summary of other real estate owned and other collateral acquired at December 31, 2011 and 2010:

	2011		2010	
	Number Of Parcels	Net Book Carrying Value	Number Of Parcels	Net Book Carrying Value
Developed property	51	\$ 13,344	46	\$ 10,112
Vacant land or unsold lots	136	16,323	24	15,452
Total other real estate owned	187	\$ 29,667	70	\$ 25,564

#### Other Potential Problem Loans

The Company has other potential problem loans that are currently performing, but where some concerns exist regarding the nature of the borrowers' projects in our current economic environment. Throughout 2011, management identified \$28.6 million of loans that are currently performing but due to the economic environment facing these borrowers were classified by management as impaired. Impaired loans that are performing account for 38.99% of the loans deemed impaired during 2011. Excluding nonperforming loans and loans that management has classified as impaired, there are other potential problem loans that totaled \$12.4 million at December 31, 2011 as compared to \$6.7 million at December 31, 2010. The classification of these loans, however, does not imply that management expects losses on each of these loans, but believes that a higher level of scrutiny and closer monitoring is prudent under the circumstances. Such classifications relate to specific concerns for each individual borrower and do not relate to any concentration risk common to all loans in this group.

The Company proactively reviews loans for potential impairment regardless of the payment or performance status. This approach results in some relationships being classified as impaired but still performing.

#### Construction Lending Concentration

A strategy to reduce exposure to construction lending that began in 2008 has seen this category fall 76.74% from its highest point at \$180.6 million as of June 30, 2008 down to \$42.0 million as of December 31, 2011. Construction and land development loans now represent 7.21% of the total loan portfolio, down from 14.50% recorded as of December 31, 2009. As of December 31, 2011, \$18.3 million or 43.57% of the total construction and land development portfolio is currently performing.

#### Allowance for Loan Losses

At December 31, 2011, the allowance for loan losses was \$21.2 million, or 3.65% of total loans, as compared to \$31.5 million, or 4.37% of total loans, at December 31, 2010. The Company recorded a provision of \$11.4 million to the allowance for loan losses in 2011 largely due to the following factors:

- continued, but slowing, migration of performing loans to nonperforming status, requiring additional reserves;
- continued charge-offs of previously accrued specific allocation that impacts historical loss levels;

elevated past due loans;  
weakening guarantor positions due to ongoing challenging economic conditions;  
continued deteriorating collateral values, especially for development or development related properties.

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Net loan charge-offs for the year ended December 31, 2011 were \$21.7 million, or 3.26% of average loans, compared with \$44.0 million, or 5.47% of average loans, in the same period of 2010. Loan charge-offs during 2011 were largely influenced by the credit performance of the Company's land development, construction and commercial real estate portfolio. These charge-offs reflect management's continuing efforts to align the carrying value of these assets with the value of underlying collateral based upon more aggressive disposition strategies and recognizing falling property values. Because these loans are collateralized by real estate, losses occur more frequently when property values are declining and borrowers are losing equity in the underlying collateral.

The level of the provision for loan losses recognized was 52.53% of net loan charge offs during the full year 2011, compared to 78.64% in the same period of 2010. Management believes we are recognizing losses in our portfolio through charge-offs as losses are confirmed.

Of the \$21.2 million allowance for loan losses, \$19.6 million, or 90.45%, was allocated to real estate loans which is the segment of the loan portfolio under greatest duress. As the status of many of these collateral dependent real estate loans deteriorated throughout 2011, management monitored these credits to analyze the adequacy of the cash flows to support the debt levels and obtained updated appraisals to determine the collateral's fair value for impairment analysis.

Management continues to diligently monitor the loan portfolio, paying particular attention to borrowers with land development, residential and commercial real estate, and commercial development exposures. Many of these relationships continued to show duress due to the ongoing economic downturn being experienced for this industry that existed throughout 2011 and is projected to continue through much of 2012. Should the economic climate deteriorate from current levels, more borrowers may experience repayment difficulty, and the level of nonperforming loans, charge-offs and delinquencies will rise requiring further increases in the provision for loan losses. Management believes that the allowance for loan losses at December 31, 2011 was adequate to absorb probable credit losses inherent in the loan portfolio.

The following tables present a detailed analysis of the Company's allowance for loan losses:

## ALLOWANCE FOR LOAN LOSSES

	2011	2010	December 31,		
			2009	2008	2007
Beginning balance	\$31,511	\$40,909	\$15,018	\$10,755	\$10,835
Charge-offs:					
Commercial	713	3,033	1,772	411	884
Agricultural & AGRE	674	618	49	3	1
Construction, land & development	10,610	27,147	19,841	1,841	212
Commercial RE	9,349	11,082	1,827	366	167
1-4 family mortgages	1,835	2,449	3,237	1,403	185
Consumer	97	80	78	82	118
Total charge-offs	\$23,278	\$44,409	\$26,804	\$4,106	\$1,567
Recoveries:					
Commercial	\$49	\$281	\$467	\$217	\$471

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Agricultural & AGRE	27	3	27	4	3
Construction, land & development	755	38	—	—	—
Commercial RE	305	12	28	10	111
1-4 family mortgages	464	53	95	15	119
Consumer	24	24	29	41	108
Total recoveries	1,624	\$411	\$646	\$287	\$812
Net charge-offs	21,654	43,998	26,158	3,819	755
Provision for loan losses	\$11,375	\$34,600	\$52,049	\$8,082	\$675
Increase due to merger	—	—	—	—	—
Ending balance	\$21,232	\$31,511	\$40,909	\$15,018	\$10,755
Period end total loans	\$582,393	\$721,871	\$885,095	\$1,004,390	\$957,285
Average loans	\$664,917	\$804,252	\$954,683	\$992,024	\$902,658

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## ALLOWANCE FOR LOAN LOSS RATIOS

	2011		2010		December 31, 2009		2008		2007	
Ratio of net charge-offs to average loans	3.26	%	5.47	%	2.74	%	0.38	%	0.08	%
Ratio of provision for loan losses to average loans	1.71		4.30		5.45		0.81		0.07	
Ratio of allowance for loan losses to ending total loans	3.65		4.37		4.62		1.50		1.12	
Ratio of allowance for loan losses to total nonperforming loans	46.32		45.02		50.59		145.55		262.96	

The following table sets forth an allocation of the allowance for loan losses among the various loan categories:

ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES  
(Dollars in Thousands)

	December 31, 2011		2010		2009		2008		2007	
	Loan Category to Gross Amount	Loans	Loan Category to Gross Amount	Loans	Loan Category to Gross Amount	Loans	Loan Category to Gross Amount	Loans	Loan Category to Gross Amount	Loans
Commercial	\$1,590	10.99 %	\$1,634	12.08 %	\$4,512	12.55 %	\$2,554	12.49 %	\$3,793	15.75 %
Agricultural & AGRE	5	6.72	337	6.14	23	4.50	90	5.24	185	5.55
Construction, land & development	4,811	7.21	12,500	9.98	22,940	14.50	3,284	16.38	1,778	16.56
Commercial RE	11,680	49.46	13,721	47.41	8,529	44.01	8,004	39.94	3,689	34.34
1-4 family residential	3,090	25.20	3,273	23.92	4,872	23.92	986	25.35	1,113	26.72
Consumer	56	0.42	46	0.47	33	0.52	100	0.60	197	1.08
Total	\$21,232	100.00 %	\$31,511	100.00 %	\$40,909	100.00 %	\$15,018	100.00 %	\$10,755	100.00 %

Securities Activities

The primary objective of the Company's \$238.0 million securities portfolio is to minimize interest rate risk, maintain sufficient liquidity, and maximize return. In managing the securities portfolio, the Company minimizes any credit risk and avoids investments in sophisticated and complex investment products. The portfolio includes several callable agency debentures, adjustable rate mortgage pass-throughs, municipal bonds and collateralized mortgage obligations. Neither the Company nor the Bank hold any securities containing sub-prime mortgages or Fannie Mae or Freddie Mac equities.

The Company's financial planning anticipates income streams generated by the securities portfolio based on normal maturity and reinvestment. Securities classified as available-for-sale, carried at fair value, were \$228.8 million at December 31, 2011 compared to \$219.5 million at December 31, 2010. The Company does not have any securities classified as trading or held-to-maturity. The Company also holds \$9.2 million and \$10.5 million of Federal Reserve and Federal Home Loan Bank stock which are classified as restricted securities as of December 31, 2011 and December 31, 2010, respectively.

As of December 31, 2011, the Company held five pooled trust preferred CDO securities involving 300 issuers with a total book value of \$8.1 million versus a balance of \$8.6 million at December 31, 2010. The decrease of \$0.5 million represents OTTI taken in 2011 as well as principal pay-downs which were slightly off-set by a marginal portion of capitalized interest. The investments in CDO securities receive principal and interest payments from several pools of subordinated capital debentures with each pool containing issuance by a minimum of 17 banks or, in a few instances, capital notes from insurance companies. An unrealized loss of approximately \$1.6 million associated with these securities has been recorded, on an after-tax basis, through stockholders' equity as a component of other comprehensive income.

Should the economic climate deteriorate from current levels, the underlying credits of the CDOs may experience repayment difficulty, and the level of deferrals and defaults could increase requiring additional impairment charges in future quarters.

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The following table describes the composition of securities by major category and maturity:

SECURITIES PORTFOLIO

	December 31, 2011		2010		2009	
	Amount	% of Portfolio	Amount	% of Portfolio	Amount	% of Portfolio
Available-for-Sale						
U.S. government agencies	\$ 3,019	1.32 %	\$ 7,085	3.23 %	\$ 3,966	1.50 %
States and political subdivisions	18,125	7.92	28,348	12.92	36,541	13.80
U.S. government agency residential mortgage-back securities	177,539	77.58	147,846	67.36	198,183	74.85
Collateralized mortgage obligations:						
Agency	15,527	6.79	20,735	9.45	3,261	1.23
Private Label	1,550	0.68	4,936	2.25	11,165	4.22
Equity securities	2,530	1.11	2,254	1.03	1,898	0.72
Collateralized debt obligations:						
Single Issue	2,064	0.90	3,849	1.75	—	0.00
Pooled	6,600	2.88	4,422	2.01	9,758	3.68
Corporate	1,882	0.82	—	0.00	—	0.00
Total	\$ 228,836	100.00 %	\$ 219,475	100.00 %	\$ 264,772	100.00 %

The following table sets forth the contractual, callable or estimated maturities and yields of the debt securities portfolio as of December 31, 2011. Mortgage backed and collateralized mortgage obligation securities are included at estimated maturity.

MATURITY SCHEDULE

Maturing Period	Within 1 Year		After 1 but Within 5 Years		After 5 but Within 10 Years		After 10 Years		Total Amount
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	
Available-for-Sale									
U.S. government agencies	\$—	0.000 %	\$3,019	2.500 %	\$—	0.000 %	\$—	0.000 %	\$3,019
	3,842	5.345	6,360	5.115	7,050	5.763	873	6.033	18,125

States and political subdivisions (1)									
U.S. government agency residential mortgage-back securities	—	0.000	95	5.091	245	3.546	177,199	2.128	177,539
Collateralized mortgage obligations:									
Agency	—	0.000	—	0.000	441	4.528	15,086	1.964	15,527
Private Label	—	0.000	—	0.000	—	0.000	1,550	6.217	1,550
Equity Securities	—	0.000	—	0.000	—	0.000	2,530	3.669	2,530
Collateralized debt obligations:									
Single Issue	—	0.000	—	0.000	—	0.000	2,064	5.919	2,064
Pooled	—	0.000	—	0.000	—	0.000	6,600	2.199	6,600
Corporate	—	0.000	1,882	4.500	—	0.000	—	0.000	1,882
Total	\$3,842		\$11,356		\$7,736		\$205,902		\$228,836

(1) Rates on obligations of states and political subdivisions have been adjusted to tax equivalent yields using a 34.00% income tax rate

#### Deposit Activities

Deposits are attracted through the offering of a broad variety of deposit instruments, including checking accounts, money market accounts, regular savings accounts, term certificate accounts (including “jumbo” certificates in denominations of \$100,000 or more), and retirement savings plans. The Company’s average balance of total deposits was \$893.2 million for 2011, representing a decrease of \$108.8 million or 10.86% compared with the average balance of total deposits for 2010 of \$1.002 billion.



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The following table sets forth certain information regarding the Bank's average deposits:

AVERAGE DEPOSITS

	For the Years Ended December 31,									
	2011			2010				2009		
	Average	%	Average	Average	%	Average	Average	%	Average	
	Amount	of	Rate	Amount	Of	Rate	Amount	of	Rate	
	Total	Total	Paid	Total	Total	Paid	Total	Total	Paid	Total
Non-interest-bearing										
demand deposits	\$ 118,654	13.28 %	— %	\$ 115,111	11.48 %	— %	\$ 113,533	10.77 %	— %	
Savings accounts	96,747	10.83	0.13	93,207	9.30	0.19	89,315	8.47	0.27	
Interest-bearing										
demand deposits	213,016	23.85	0.46	229,708	22.91	0.66	249,798	23.71	1.10	
Time, less than										
\$100,000	280,742	31.44	1.35	350,216	34.94	2.27	363,356	34.48	3.13	
Time, \$100,000 or										
more	184,037	20.60	1.83	214,215	21.37	2.30	237,912	22.57	2.60	
Total deposits	\$ 893,196	100.00 %	0.92 %	\$ 1,002,457	100.00 %	1.45 %	\$ 1,053,914	100.00 %	1.95 %	

As of December 31, 2011, average time deposits over \$100,000 represented 20.60% of total average deposits, compared with 21.37% of total average deposits as of December 31, 2010. The Company's large denomination time deposits are generally from customers within the local market areas of its subsidiary bank and provide a greater degree of stability than is typically associated with brokered deposit customers with limited business relationships.

The following table sets forth the remaining maturities for time deposits of \$100,000 or more at December 31, 2011:

Time Deposits Of \$100,000 Or More

Maturity Range	
Three months or less	\$34,875
Over three months through six months	28,640
Over six months through twelve months	50,104
Over twelve months	53,014
Total	\$166,633

Brokered deposits account for \$69.6 million of the total from the table above and the majority of their maturities fall into the "Over twelve months" category. The Bank is "well capitalized as of December 31, 2011 and may request regulatory approval to once again have access to the brokered CD markets.

Return on Equity and Assets. The following table presents various ratios for the Company:

Return On Equity And Assets

For the Years Ended

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	2011	December 31, 2010	2009
Return on average assets	(1.01 )%	(5.32 )%	(2.82 )%
Return on average equity	(28.26 )	(66.10 )	(27.80 )
Average equity to average assets	3.58	8.05	10.14
Dividend payout ratio for common stock	NM	NM	NM

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## Liquidity

The Company manages its liquidity position with the objective of maintaining sufficient funds to respond to the needs of depositors and borrowers and to take advantage of earnings enhancement opportunities. In addition to the normal inflow of funds from core-deposit growth together with repayments and maturities of loans and investments, the Company utilizes other short-term funding sources such as brokered time deposits, securities sold under agreements to repurchase, overnight federal funds purchased from correspondent banks and the acceptance of short-term deposits from public entities, and Federal Home Loan Bank advances.

The Company monitors and manages its liquidity position on several bases, which vary depending upon the time period. As the time period is expanded, other data is factored in, including estimated loan funding requirements, estimated loan payoffs, investment portfolio maturities or calls, and anticipated depository buildups or runoffs.

The Company classifies all of its securities as available-for-sale, thereby maintaining significant liquidity. The Company's liquidity position is further enhanced by structuring its loan portfolio interest payments as monthly and by the significant representation of retail credit and residential mortgage loans in the Company's loan portfolio, resulting in a steady stream of loan repayments. In managing its investment portfolio, the Company provides for staggered maturities so that cash flows are provided as such investments mature.

The Company's cash flows are comprised of three classifications: cash flows from operating activities, cash flows from investing activities, and cash flows from financing activities. Cash flows provided by operating activities and investing activities offset by cash flows used in financing activities resulted in a net decrease in cash and cash equivalents of \$13.2 million from December 31, 2011 to December 31, 2010.

During 2011, the Company experienced net cash outflows of \$105.4 million in financing activities primarily due to large decreases in deposits, primarily concentrated in the time deposit category. In contrast, net cash inflows of \$77.7 million were provided by investing activities due to decreases in loans and proceeds from sale of OREO. Net cash provided by operating activities was \$14.5 million.

The Bank's securities portfolio, federal funds sold, and cash and due from bank deposit balances serve as the primary sources of liquidity for the Company. At December 31, 2011, 23.32% of the Bank's interest-bearing deposits were in the form of time deposits of \$100,000 and over. Management believes these deposits to be a stable source of funds. However, if a large number of these time deposits matured at approximately the same time and were not renewed, the Bank's liquidity could be adversely affected. Currently, the maturities of the large time deposits are spread throughout the year, with 20.93% maturing in the first quarter of 2012, 17.19% maturing in the second quarter of 2012, 30.07% maturing in the third and fourth quarters of 2012, and the remaining 31.81% maturing thereafter. The Bank monitors those maturities in an effort to minimize any adverse effect on liquidity.

At December 31, 2011, borrowings included \$10 million each for Centrue Statutory Trust II and Centrue Statutory Trust III, \$10.25 million payable to the Company's principal correspondent bank, \$23.1 million in FHLB advances, \$18.0 million in securities sold under agreements to repurchase and a shareholder note for \$0.2 million. As described in Note 12 the note to the principal correspondent bank is due March 31, 2015, requires quarterly interest payments, and is collateralized by the Company's stock in the Bank. The shareholder note requires bi-annual payments of \$0.1 million at an imputed interest rate.

In August 2009, the Company announced that in order to improve its liquidity position, the board of directors elected to defer interest expense payments on all \$20.2 million in outstanding junior subordinated debentures related to the trust preferred securities. The terms of the junior subordinated debentures and the trust documents allow the Company to defer payments of interest for up to 20 consecutive quarterly periods without default or penalty. The Company also suspended its regularly scheduled dividend payments on its common stock and deferred regularly scheduled dividend payments on the \$0.5 million in principal outstanding on Series A convertible preferred stock (aggregate liquidation preference of \$2.8 million), the \$0.3 principal outstanding Series B mandatory redeemable preferred stock and \$29.0 million in principal outstanding Series C fixed rate, cumulative perpetual preferred stock (aggregate liquidation preference of \$32.7 million). By taking these actions, the Company expects to save approximately \$3.0 million in annual cash payments.

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The Company's principal source of funds for repayment of the indebtedness is dividends from the Bank. At December 31, 2011, the Bank is prohibited from paying dividends without prior regulatory approval.

### Contractual Obligations

The Company has entered into contractual obligations and commitments and off-balance sheet financial instruments. The following tables summarize the Company's contractual cash obligations and other commitments and off-balance sheet instruments as of December 31, 2011:

Contractual Obligations	Payments Due by Period				Total
	Within 1 Year	1-3 Years	4-5 Years	After 5 Years	
Short-term debt	\$—	\$—	\$250	\$—	\$250
Long-term debt	190	—	10,000	—	10,190
Certificates of deposit	303,574	79,428	31,312	92	414,406
Operating leases	245	504	504	252	1,505
Series B Mandatory redeemable preferred stock	—	268	—	—	268
Subordinated Debentures	—	—	—	20,620	20,620
FHLB Advances	3,000	15,058	5,000	—	23,058
<b>Total contractual cash obligations</b>	<b>\$ 307,009</b>	<b>\$ 95,258</b>	<b>\$ 47,066</b>	<b>\$ 20,964</b>	<b>\$ 470,297</b>

### Commitments, Contingencies, and Off-Balance Sheet Financial Instruments

Some financial instruments, such as loan commitments, credit lines, letters of credit, and overdraft protection, are issued to meet customer financing needs. These are agreements to provide credit or to support the credit of others, as long as conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off-balance sheet risk to credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, often including obtaining collateral at exercise of the commitment. At December 31, 2011, the Company had \$107.5 million in outstanding loan commitments including outstanding commitments for various lines of credit and \$2.3 million of standby letters of credit. See Note 19 of the Notes to the Consolidated Financial Statements for additional information on loan commitments and standby letters of credit.

### Capital Resources

#### Stockholders' Equity

Stockholders' equity at December 31, 2010 was \$32.6 million, a decrease of \$10.3 million or 24.01%, from December 31, 2010. The change in stockholders' equity during 2011 was largely the result of operating losses related to an elevated provision for loan losses, impairment charges on securities, deferred tax asset valuation allowance of \$5.3 million. Average equity as a percentage of average assets was 3.58% at December 31, 2011, compared to 8.05% at

December 31, 2010. Book value per common share equaled \$(0.10) at December 31, 2011, a decrease from \$1.61 reported at the end of 2010.

Stock Repurchase Programs

The Company currently does not have a stock repurchase program.

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### Capital Measurements

As reflected in the following table, the Company was above adequately-capitalized minimums for regulatory capital purposes except for the Tier 1 leverage ratio, which was 3.74%, and the Bank was well-capitalized as of December 31, 2011:

	Company		Bank		Well- Capitalized	Adequately-	Capitalized
	Dec 31,	Dec 31,	Dec 31,	Dec 31,	Thresholds	Thresholds	
	2011	2010	2011	2010			
Carrying amounts (\$ millions):							
Total risk-based capital	\$61.2	\$76.5	\$68.6	\$78.2			
Tier 1 risk-based capital	\$37.2	\$58.0	\$60.1	\$67.8			
Capital ratios:							
Total risk-based capital	9.03	% 9.35	% 10.28	% 9.69	% 10.0	% 8.0	%
Tier 1 risk-based capital	5.49	% 7.09	% 9.01	% 8.41	% 6.0	% 4.0	%
Tier 1 leverage ratio	3.74	% 5.08	% 6.06	% 5.96	% 5.0	% 4.0	%

The Company's capital levels decreased during 2011 due to a net loss of \$10.6 million. Despite a net loss of \$8.8 million at the Bank, the capital ratios improved due to the reduction in the Bank's total assets. Even though the Company's Tier 1 leverage ratio fell below the "adequately-capitalized" level, no further regulatory actions have been taken at this time requiring us to have higher capital requirements.

### Impact of Inflation, Changing Prices, and Monetary Policies

The financial statements and related financial data concerning the Company have been prepared in accordance with accounting principles generally accepted in the United States of America which require the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. The primary effect of inflation on the operations of the Company is reflected in increased operating costs. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, changes in interest rates have a more significant effect on the performance of a financial institution than do the effects of changes in the general rate of inflation and changes in prices. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. Interest rates are highly sensitive to many factors which are beyond the control of the Company, including the influence of domestic and foreign economic conditions and the monetary and fiscal policies of the

United States government and federal agencies, particularly the FRB.

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Centrue Financial Corporation  
Part II: Management's Discussion and Analysis  
(Table Amounts In Thousands, Except Share Data)

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### Regulatory Orders

In December 2009, the Company and the Bank entered into a written agreement (the "Agreement") with the Federal Reserve Bank of Chicago (the "Federal Reserve") and the Illinois Department of Financial and Professional Regulation (the "Department"). The Agreement is based on the findings of the Federal Reserve and the Department during an examination that commenced in June 2009 (the "Examination"). Since the completion of the Examination, the boards of directors of the Company and the Bank have aggressively taken steps to address the findings of the Examination. The Company and the Bank have taken an active role in working with the Federal Reserve and the Department to improve the condition of the Bank and have addressed many of the items included in the Agreement.

Under the terms of the Agreement, the Bank must prepare and submit written plans and/or reports to the regulators that address the following items: strengthening the Bank's credit risk management practices; improving loan underwriting and loan administration; improving asset quality by enhancing the Bank's position on problem loans through repayment, additional collateral or other means; reviewing and revising as necessary the Bank's allowance for loan and lease losses policy; maintaining sufficient capital at the Bank; implementing an earnings plan and comprehensive budget to improve and sustain the Bank's earnings; and improving the Bank's liquidity position and funds management practices. While the Agreement remains in place, the Company and the Bank may not pay dividends and the Company may not increase debt or redeem any shares of its stock without the prior written consent of the regulators. Further, the Bank will comply with applicable laws and regulations.

The Company is in compliance with all the requirements specified in the agreement except for the capital plan. Management continues to develop and execute the capital plan.

The Company and the Bank believe that the proactive steps that have been taken by the board of directors and by management will help the Company and the Bank address the Agreement and the concerns leading to the Agreement.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The discussion under the caption “Interest Rate Sensitivity Management” contained in Item 7 of this Form 10-K is incorporated herein by this reference.

Item 8. Financial Statements and Supplementary Data

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<u>Consolidated Statements of Cash Flows (For the years ended December 31, 2011, 2010 and 2009)</u>	56
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Supplementary Data

The Supplementary Financial Information required to be included in this Item 8 is hereby incorporated by reference to Note 23 to the Notes to Consolidated Financial Statements contained herein.

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Report of Independent Registered Public Accounting Firm

Audit Committee  
Board of Directors and Stockholders  
Centrue Financial Corporation  
St. Louis, Missouri

We have audited the accompanying consolidated balance sheets of Centrue Financial Corporation (“the Company”) as of December 31, 2011 and 2010, and the related consolidated statements of income (loss), stockholders’ equity and cash flows for each of the years in the three-year period ended December 31, 2011. We also have audited Centrue Financial Corporation’s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report On Internal Control Over Financial Reporting as disclosed in Item 9A of Form 10-K. Our responsibility is to express an opinion on these financial statements and an opinion on the company’s internal control over financial reporting 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Centru Financial Corporation as of December 31, 2011 and 2010, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, Centru Financial Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ Crowe Horwath LLP  
Crowe Horwath LLP

Oak Brook, Illinois  
March 15, 2012

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## Centrue Financial Corporation

## Part II

## Consolidated Balance Sheets

December 31, 2011 and 2010 (In Thousands, Except Share and per share Data)

	2011	2010
<b>ASSETS</b>		
Cash and cash equivalents	\$69,735	\$82,945
Securities available-for-sale	228,836	219,475
Restricted securities	9,150	10,470
Loans	582,395	721,871
Allowance for loan losses	(21,232 )	(31,511 )
Net loans	561,163	690,360
Bank-owned life insurance	31,412	30,403
Mortgage servicing rights	2,089	2,425
Premises and equipment, net	23,754	25,687
Other intangible assets, net	5,264	6,293
Other real estate owned	29,667	25,564
Other assets	6,914	11,540
<b>Total assets</b>	<b>\$967,984</b>	<b>\$1,105,162</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
<b>Deposits</b>		
Non-interest-bearing	\$134,137	\$118,667
Interest-bearing	714,501	812,438
Total deposits	848,638	931,105
Federal funds purchased and securities sold under agreements to repurchase	18,036	16,188
Federal Home Loan Bank advances	23,058	71,059
Notes payable	10,440	10,623
Series B mandatory redeemable preferred stock	268	268
Subordinated debentures	20,620	20,620
Other liabilities	14,355	12,378
Total liabilities	935,415	1,062,241
Commitments and contingent liabilities	—	—
<b>Stockholders' equity</b>		
Series A Convertible Preferred Stock (aggregate liquidation preference of \$2,762)	500	500
Series C Fixed Rate, Cumulative Perpetual Preferred Stock (aggregate liquidation preference of \$32,668)	31,429	30,810
Common stock, \$1 par value, 15,000,000 shares authorized; 7,453,555 shares issued in 2011 and 2010	7,454	7,454
Surplus	74,558	74,721
Accumulated deficit	(60,064 )	(46,861 )
Accumulated other comprehensive income (loss)	569	(1,589 )
	54,446	65,035

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Treasury stock, at cost, 1,390,114 shares – 2011 and 1,405,150 – 2010	(21,877 )	(22,114 )
Total stockholders' equity	32,569	42,921
Total liabilities and stockholders' equity	\$967,984	\$1,105,162

See Accompanying Notes to Consolidated Financial Statements.

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## Centrue Financial Corporation

## Part II

## Consolidated Statement of Income (Loss)

Years Ended December 31, 2011, 2010 and 2009 (In Thousands, Except PER Share Data)

	2011	2010	2009
<b>Interest income</b>			
Loans	\$34,201	\$41,750	\$53,223
Securities			
Taxable	4,103	5,958	8,696
Exempt from federal income taxes	699	1,024	1,246
Federal funds sold and other	158	112	80
Total interest income	39,161	48,844	63,245
<b>Interest expense</b>			
Deposits	8,244	14,569	20,554
Federal funds purchased and securities sold under agreements to repurchase	44	45	148
Federal Home Loan Bank advances	1,452	2,265	2,296
Series B mandatory redeemable preferred stock	16	16	16
Subordinated debentures	1,107	1,050	1,074
Notes payable	362	371	474
Total interest expense	11,225	18,316	24,562
Net interest income	27,936	30,528	38,683
Provision for loan losses	11,375	34,600	52,049
Net interest income (loss) after provision for loan losses	16,561	(4,072)	(13,366)
<b>Noninterest income</b>			
Service charges	4,599	5,264	6,421
Mortgage banking income	1,321	1,807	2,303
Electronic banking services	2,172	2,057	1,923
Bank-owned life insurance	1,009	1,038	1,048
Securities gains, net	1,157	2,701	251
Total other-than-temporary impairment losses	(499)	(5,452)	(15,814)
Portion of loss recognized in other comprehensive income (before taxes)	—	431	3,208
Net impairment on securities	(499)	(5,021)	(12,606)
Gain on sale of OREO	25	333	178
Gain on sale of other assets	1,332	1,695	128
Other income	819	944	1,065
	11,935	10,818	711
<b>Noninterest expenses</b>			
Salaries and employee benefits	14,127	14,549	16,195
Occupancy, net	2,859	3,200	3,364
Furniture and equipment	1,674	2,152	2,303
Marketing	266	350	783
Supplies and printing	289	399	458
Telephone	910	782	838

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Data processing	1,528	1,567	1,510
FDIC insurance	2,524	3,372	2,780
Loan processing and collection costs	2,134	2,434	1,550
Goodwill impairment	—	15,880	8,451
OREO valuation adjustment	6,835	4,092	1,022
Amortization of intangible assets	1,029	1,258	1,537
Other expenses	6,259	5,854	5,867
	40,434	55,889	46,658
Income (loss) before income taxes	(11,938 )	(49,143 )	(59,313 )
Income tax expense (benefit)	(1,366 )	16,660	(21,234 )
Net income (loss)	\$(10,572 )	\$(65,803 )	\$(38,079 )
Preferred stock dividends	2,012	1,924	1,810
Net income (loss) for common stockholders	\$(12,584 )	\$(67,727 )	\$(39,889 )
Basic earnings (loss) per common share for common stockholders	\$(2.08 )	\$(11.20 )	\$(6.61 )
Diluted earnings (loss) per common share for common stockholders	\$(2.08 )	\$(11.20 )	\$(6.61 )
Dividends per common share for common stockholders	\$—	\$—	\$0.08

See Accompanying Notes to Consolidated Financial Statements

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## Centrue Financial Corporation

## Part II

## Consolidated Statements of Stockholders' Equity

Years Ended December 31, 2011, 2010 and 2009 (In Thousands)

	Series A Convertible Preferred Stock	Series C Preferred Stock	Common Stock	Surplus	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balance, January 1, 2009	\$ 500	\$—	\$7,454	\$71,488	\$ 62,476	\$ (3,590 )	\$(22,420)	\$ 115,908
Common stock dividends	—	—	—	—	(482 )	—	—	(482 )
Preferred stock dividends	—	—	—	—	(1,810 )	—	—	(1,810 )
Deferred compensation distribution (17,685 shares)	—	—	—	(190 )	—	—	278	88
Restricted stock awards forfeited (2,000 shares)	—	—	—	52	—	—	(54 )	(2 )
Share-based compensation	—	—	—	294	—	—	—	294
Issued 32,668 shares of series C preferred stock	—	32,668	—	—	—	—	—	32,668
Issued warrants to purchase 508,320 shares of common stock	—	(3,097 )	—	3,097	—	—	—	—
Series C preferred stock discount accretion	—	619	—	—	(619 )	—	—	—
Comprehensive income (loss)	—	—	—	—	(38,079 )	—	—	(38,079 )
Net income (loss)	—	—	—	—	(38,079 )	—	—	(38,079 )
Net change in fair value of securities classified as available-for-sale, net of income taxes and reclassification adjustments	—	—	—	—	—	4,029	—	4,029
Total comprehensive income (loss)	—	—	—	—	—	—	—	(34,050 )

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Balance, December 31, 2009	\$ 500	\$ 30,190	\$ 7,454	\$ 74,741	\$ 21,486	\$ 439	\$(22,196)	\$ 112,614
Common stock dividends	—	—	—	—	—	—	—	—
Preferred stock dividends	—	—	—	—	(1,924 )	—	—	(1,924 )
Deferred compensation distribution (5,229 shares)	—	—	—	(75 )	—	—	82	7
Share-based compensation	—	—	—	55	—	—	—	55
Series C preferred stock discount accretion	—	620	—	—	(620 )	—	—	—
Comprehensive income (loss)								
Net income (loss)	—	—	—	—	(65,803 )	—	—	(65,803 )
Net change in fair value of securities classified as available-for-sale, net of income taxes and reclassification adjustments	—	—	—	—	—	(2,028 )	—	(2,028 )
Total comprehensive income (loss)	—	—	—	—	—	—	—	(67,831 )
Balance, December 31, 2010	\$ 500	\$ 30,810	\$ 7,454	\$ 74,721	\$ (46,861 )	\$ (1,589 )	\$(22,114)	\$ 42,921
Common stock dividends	—	—	—	—	—	—	—	—
Preferred stock dividends	—	—	—	—	(2,012 )	—	—	(2,012 )
Deferred compensation distribution (15,036 shares)	—	—	—	(233 )	—	—	237	4
Share-based compensation	—	—	—	70	—	—	—	70
Series C preferred stock discount accretion	—	619	—	—	(619 )	—	—	—
Comprehensive income (loss)								
Net income (loss)	—	—	—	—	(10,572 )	—	—	(10,572 )
Net change in fair value of securities classified as available-for-sale, net of income taxes and reclassification	—	—	—	—	—	2,158	—	2,158

adjustments									
Total comprehensive income (loss)	—	—	—	—	—	—	—	—	(8,414 )
Balance, December 31, 2011	\$ 500	\$ 31,429	\$ 7,454	\$ 74,558	\$ (60,064 )	\$ 569	\$ (21,877)	\$ 32,569	

See Accompanying Notes to Consolidated Financial Statements.

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## Centrue Financial Corporation

## Part II

## Consolidated Statement of Cash Flows

Years Ended December 31, 2011, 2010 and 2009 (In Thousands)

	2011	2010	2009
<b>Cash flows from operating activities</b>			
Net Income (loss)	\$(10,572 )	\$(65,803 )	\$(38,079 )
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Depreciation	1,841	2,445	2,600
Goodwill impairment	—	15,880	8,451
Amortization of intangible assets	1,029	1,258	1,537
Amortization of mortgage servicing rights, net	524	687	826
Amortization of bond premiums, net	2,329	2,766	952
Mortgage servicing valuation allowance	89	225	—
Income tax valuation allowance	5,251	30,318	—
Share based compensation	70	111	346
(Gain) loss on sale of branches	(1,274 )	(1,179 )	—
Provision for loan losses	11,375	34,600	52,049
Provision for deferred income taxes	(5,251 )	(11,105 )	(16,343 )
Earnings on bank-owned life insurance	(1,009 )	(1,038 )	(1,048 )
Other-than-temporary impairment, securities	499	5,021	12,606
OREO valuation allowance	6,835	4,092	1,057
Securities sale losses/(gains), net	(1,157 )	(2,701 )	(251 )
(Gain) loss on sale of other assets, net	(58 )	(516 )	(128 )
(Gain) loss on sale of OREO	(25 )	(333 )	(178 )
(Gain) loss on sale of loans	(1,027 )	(1,784 )	(2,232 )
Proceeds from sale of loans held for sale	54,744	82,394	132,758
Origination of loans held for sale	(53,775 )	(80,816 )	(129,895 )
Change in assets and liabilities			
(Increase) decrease in other assets	5,448	4,690	(2,988 )
Increase (decrease) in other liabilities	(1,395 )	(865 )	(953 )
Net cash provided by operating activities	14,491	18,347	21,087
<b>Cash flows from investing activities</b>			
Proceeds from paydowns of securities available for sale	\$43,686	\$69,619	\$46,259
Proceeds from calls and maturities of securities available for sale	22,685	19,064	20,088
Proceeds from sales of securities available for sale	36,607	112,522	8,854
Purchases of securities available for sale	(109,028 )	(162,581 )	(104,618 )
Purchase of Bank-owned life insurance	—	—	(400 )
Net decrease (increase) in loans	84,566	96,249	85,598
(Purchase) disposal of premises and equipment	(276 )	132	(484 )
Proceeds from sale of OREO	12,217	4,329	2,344
Sale of branches, net of premium received	(12,781 )	(11,726 )	—
Net cash provided by (used in) investing activities	77,676	127,608	57,641
<b>Cash flows from financing activities</b>			
Net increase (decrease) in deposits	\$(59,041 )	\$(104,050 )	\$5,469
	1,848	(37 )	(30,081 )

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Net increase (decrease) in federal funds purchased and securities sold under agreements to repurchase

Repayment of advances from the Federal Home Loan Bank	(58,001 )	(69,202 )	(244,024 )
Proceeds from advances from the Federal Home Loan Bank	10,000	54,000	190,000
Payments on notes payable	(183 )	(173 )	(9,030 )
Dividends on common stock	—	—	(482 )
Dividends on preferred stock	—	—	(1,810 )
Net proceeds from preferred stock issued	—	—	32,668
Net cash provided by (used in) financing activities	(105,377 )	(119,462 )	(57,290 )

Net increase (decrease) in cash and cash equivalents	(13,210 )	26,493	21,438
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Cash and cash equivalents

Beginning of year	82,945	56,452	35,014
End of year	\$69,735	\$82,945	\$56,452

Supplemental disclosures of cash flow information

Cash payments for

Interest	\$11,146	\$18,405	\$24,741
Income taxes paid (refund)	(2,380 )	—	1,028
Transfers from loans to other real estate owned	22,950	17,483	6,908

See Accompanying Notes to Consolidated Financial Statements.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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

Centrue Financial Corporation is a bank holding company organized under the laws of the State of Delaware. When we use the terms “Centrue,” the “Company,” “we,” “us,” and “our,” we mean Centrue Financial Corporation, a Delaware Corporation, and its consolidated subsidiary. When we use the term the “Bank,” we are referring to our wholly owned banking subsidiary, Centrue Bank. The Company and the Bank provide a full range of banking services to individual and corporate customers located in markets extending from the far western and southern suburbs of the Chicago metropolitan area across Central Illinois down to the metropolitan St. Louis area. These services include demand, time, and savings deposits; business and consumer lending; and mortgage banking. Additionally, brokerage, asset management, and trust services are provided to our customers on a referral basis to third party providers. The Company is subject to competition from other financial institutions and nonfinancial institutions providing financial services. Additionally, the Company and the Bank are subject to regulations of certain regulatory agencies and undergo periodic examinations by those regulatory agencies.

Principles of Consolidation

The consolidated financial statements include the accounts and results of operations of the Company and its subsidiary after elimination of all significant intercompany accounts and transactions.

Basis of Presentation

For purposes of the Consolidated Statements of Cash Flows, management has defined cash and cash equivalents to include cash and due from banks, federal funds sold, and other short-term investments. The Company uses the accrual basis of accounting for financial reporting purposes

Use of Estimates

The accounting and reporting policies of the Company and its subsidiaries conform to U.S. generally accepted accounting principles (“GAAP”) and general practice within the banking industry. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Material estimates which are particularly susceptible to significant change in the near term relate to the fair value of investment securities, the determination of the allowance for loan losses, including valuation of real estate and other collateral, valuation of other real estate owned, other-than-temporary impairment of securities and the ability to realize our deferred tax assets.

Cash flows

Cash and cash equivalents includes cash, deposits with other financial institutions with maturities under 90 days, and federal funds sold. Net cash flows are reported for customer loan and deposit transactions, repurchase agreements, and federal funds purchased. Interest-bearing deposits in other financial institutions mature within one year and are carried at cost.

Securities

Available-for-sale. Securities classified as available-for-sale are those securities that the Company intends to hold for an indefinite period of time, but not necessarily to maturity. Available-for-sale securities are carried at fair value with unrealized gains and losses, net of related deferred income taxes, recorded in stockholders' equity as a separate component of other comprehensive income. Any decision to sell a security classified as available-for-sale would be based on various factors, including significant movements in interest rates, changes in the maturity mix of the Company's assets and liabilities, liquidity needs, regulatory capital considerations, and other similar factors.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Purchases and sales of securities are recognized on a trade date basis. Realized securities gains or losses are reported in securities gains (losses), net in the Consolidated Statement of Income (Loss). The cost of securities sold is based on the specific identification method. On a quarterly basis, the Company makes an assessment to determine whether there have been any events or circumstances to indicate that a security for which there is an unrealized loss is impaired on an other-than-temporary (“OTTI”) basis. In evaluating other-than-temporary impairment, the Company considers many factors including the severity and duration of the impairment; the financial condition and near-term prospects of the issuer, which for debt securities considers external credit ratings and recent downgrades; whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. Securities for which there is an unrealized loss that is deemed to be OTTI are written down to fair value with the write-down recorded as a realized loss and included in net impairment on securities, but only to the extent the impairment is related to credit losses. The amount of the impairment related to other factors is recognized in other comprehensive income unless management intends to sell the security or believes it is more likely than not that it will be required to sell the security prior to full recovery.

For trust preferred collateralized debt obligations (“CDOs”), the issuer’s financial condition, payment history, and ability to pay interest and repay principal according to the terms of the financial instrument, are analyzed. For multi-issuer securities, the analysis is conducted for each issuer. In analyzing an issuer’s financial condition, the Company reviews relevant balance sheet, income statement and ratio information. Industry and market information are also considered. The Company considers whether the securities were issued by or have principal and interest payments guaranteed by the federal government or its agencies. The Company conducts regular reviews of the bond agency ratings of securities.

Interest income is reported net of amortization of premiums and accretion of discounts. Amortization of purchase premium or discount is included in interest income. Premiums and discounts on securities are amortized over the level-field method without anticipating prepayments except for mortgage backed securities where prepayments are anticipated.

Restricted Securities. Federal Home Loan Bank stock and Federal Reserve Bank stock are carried at cost and are included in restricted stock. The Corporation is required to maintain these equity securities as a member of both the Federal Home Loan Bank and the Federal Reserve System, and in amounts as required by these institutions. These equity securities are “restricted” in that they can only be sold back to the respective institutions or another member institution at par. Therefore, they are less liquid than other tradable equity securities and no impairment has been recorded during 2011, 2010, or 2009.

#### Loans

Loans are carried at the principal amount outstanding, including certain net deferred loan origination fees. Interest income on loans is accrued based on principal amounts outstanding. Loan and lease origination fees, fees for commitments that are expected to be exercised and certain direct loan origination costs are deferred and the net amount amortized over the estimated life of the related loans or commitments as a yield adjustment. Other credit-related fees are recognized as fee income when earned.



Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings. Mortgage loans held for sale are sold with either servicing rights retained or servicing rights released. When retaining the servicing rights, the carrying value of mortgage loans sold is reduced by the cost allocated to the servicing right. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold. When selling service released, the gain or loss is determined by comparing the selling price to the value of the mortgage sold.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

**Nonaccrual Loans.** Generally, commercial loans and loans secured by real estate are designated as nonaccrual: (a) when either principal or interest payments are 90 days or more past due based on contractual terms unless the loan is sufficiently collateralized such that full repayment of both principal and interest is expected and is in the process of collection; or (b) when an individual analysis of a borrower's creditworthiness indicates a credit should be placed on nonaccrual status. When a loan is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan losses. Future interest income may only be recorded on a cash basis after recovery of principal is reasonably assured. Nonaccrual loans are returned to accrual status when the financial position of the borrower and other relevant factors indicate there is no longer doubt as to such collectability.

**Charged-Off Loans.** Commercial loans and loans secured by real estate are generally charged-off when deemed uncollectible. A loss is recorded at that time if the net realizable value can be quantified and it is less than the associated principal and interest. Consumer loans that are not secured by real estate are subject to mandatory charge-off at a specified delinquency date and are usually not classified as non-accrual prior to being charged-off. Consumer loans, which include installment, automobile, and single payment loans are generally charged-off in full no later than the end of the month in which the loan becomes 120 days past due.

**Impaired Loans.** A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all contractual principal and interest due according to the terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or the value of the underlying collateral. The Company evaluates the collectability of both principal and interest when assessing the need for loss accrual.

**Troubled Debt Restructurings.** In cases where a borrower experiences financial difficulties and the Company makes certain concessionary modifications to contractual terms, the loan is classified as a troubled debt restructured loan. Loans restructured at a rate equal to or greater than that of a new loan with comparable risk at the time the contract is modified may be excluded from restructured loans in the calendar years subsequent to the restructuring if they are in compliance with modified terms. Generally, a nonaccrual loan that is a troubled debt restructuring remains on nonaccrual until such time that repayment of the remaining principal and interest is not in doubt, and the borrower has a period of satisfactory repayment performance.

**90-Day Past Due Loans.** 90 days or more past due loans are loans for which principal or interest payments become 90 days or more past due but that still accrue interest since they are loans that are well secured and in the process of collection.

**Allowance for Loan Losses.** The allowance for loan losses is maintained at a level believed adequate by management to absorb probable losses inherent in the loan portfolio. The allowance takes into consideration such factors as changes in the nature, volume, size and current risk characteristics of the loan portfolio, an assessment of individual problem loans, actual and anticipated loss experience, current economic conditions that affect the borrower's ability to pay, and other pertinent factors. Determination of the allowance is inherently subjective, as it requires significant estimates, including the amounts and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends, all of

which may be susceptible to significant change. Credit exposures deemed to be uncollectible are charged-off against the allowance, while recoveries of amounts previously charged-off are credited to the allowance. Additions to the allowance for loan losses are charged to operating expense through the provision for loan losses. The amount charged to operating expense in any given year is dependent upon a number of factors including historic loan growth and changes in the composition of the loan portfolio, net charge-off levels, and the Company's assessment of the allowance for loan losses based on the methodology discussed below.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

The Company analyzes the historical loss data by risk rating categories. A modified migration analysis is used where a one year look back window is utilized for each twelve month period to determine what the risk rating was at the beginning of each period. Historical loss rates are then calculated for three groups of risk rating categories. Qualitative factors utilized take into consideration: a) Levels of and trends in delinquencies and impaired loans; b) Levels of and trends in charge-offs and recoveries; c) Trends in the volume and terms of loans; d) Effects of any changes in risk selection and underwriting standards, and other changes in lending policies, procedures, and practices; e) Experience, ability, and depth of lending management and other relevant staff; f) Industry conditions, as well as national and local economic trends and conditions; g) Effects of changes in credit concentrations; and h) Levels of and trends in past due and non-performing loans.

The allowance for loan losses consists of estimations performed pursuant to GAAP requirements. The allowance for loan losses consists of specific reserves established for expected losses on individual loans for which the recorded investment in the loan exceeds the value of the loan and reserves based on historical loan loss experience for each loan category adjusted for other factors.

The specific reserves component of the allowance for loan losses is based on a regular analysis of impaired loans exceeding a fixed dollar amount where the internal credit rating is at or below a predetermined classification. A loan is considered impaired when it is probable that the Company will be unable to collect all contractual principal and interest due according to the terms of the loan agreement. Loans subject to impairment valuation are defined as non-accrual and restructured loans exclusive of smaller homogeneous loans. Impairment is measured by estimating the fair value of the loan based on the present value of expected future cash flows, discounted at the loan's initial effective interest rate or the fair value of the underlying collateral less costs to sell, if repayment of the loan is collateral-dependent. If the estimated fair value of the loan is less than the recorded book value, a valuation allowance is established as a component of the allowance for loan losses.

The component of the allowance for loan losses based on historical loan loss experience is determined mathematically using a modified loss migration analysis that examines loss experience over the most recent 3-year period and the related internal grading of loans charged-off. The modified loss migration analysis is performed quarterly and loss factors are updated regularly based on actual experience. The loss component based upon historical loss experience is adjusted for management's estimate of those losses incurred within the loan portfolio, that have yet to be manifested in historical charge-off experience.

The establishment of the allowance for loan losses involves a high degree of judgment and includes a level of imprecision given the difficulty of identifying all of the factors impacting loan repayment and the timing of when losses actually occur.

Management considers the following when assessing the risk in the loan portfolio:

- Commercial loans are dependent on the strength of the industries of the related borrowers and the success of their businesses. Commercial loans are advances for equipment purchases or to provide working capital or meet other financing needs of business enterprises. These loans may be secured by accounts receivable, inventory, equipment or other business assets. At the time of origination, financial information is obtained

from the borrower to evaluate ability to repay the loans and periodically obtained during the life of the loan.

- Agriculture and Agriculture Real Estate are subject to adverse market conditions including changes in local or foreign demand, weather related reduction in output, impact on storage, distribution or use. Increasing commodity prices leading to higher production costs, distribution or exporting.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

- Commercial real estate loans and Construction loans are dependent on the industries tied to these loans as well as the local commercial real estate market. The loans are secured by the real estate, and appraisals are obtained to support the loan amount. An evaluation of the project's cash flows is performed to evaluate the borrower's ability to repay the loan at the time of origination and periodically updated during the life of the loan.
- 1-4 family residential real estate and home equity loans are affected by the local residential real estate market, the local economy, and, for variable rate mortgages, movement in indices tied to these loans. At the time of origination the Bank evaluates the borrower's repayment ability through a review of credit scores and debt to income ratios. Appraisals are obtained to support the loan amount.
- Consumer loans are subject to adverse employment conditions in the local economy which may lead to higher default rates. Decreases in the value of underlying collateral effect the amount collected if a borrower defaults.

Loan Commitments and Related Financial Instruments

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Concentration of Credit Risk

In the past, most of the Company's growth and business activity with large dollar credit facilities is with customers located in St. Louis County, Missouri. Therefore, the Company's exposure to credit risk is significantly affected by changes in the economy in the St. Louis County area. Additionally, the Company has a high concentration of real estate development loans, which the Company is still working through.

Mortgage Servicing Rights

Servicing rights are recognized separately when they are acquired through sales of loans. When mortgage loans are sold, servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual

grouping, to the extent that fair value is less than the carrying amount. If the Company later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. Changes in valuation allowances are reported with noninterest expense in the other expense line on the income (loss) statement. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Servicing fee income which is reported on the income (loss) statement as mortgage banking income is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal; or a fixed amount per loan and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income.

Premises and Equipment

Premises, furniture and equipment, and leasehold improvements are stated at cost less accumulated depreciation and land is carried at cost. Depreciation expense is determined by the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized on a straight-line basis over the shorter of the life of the asset or the lease term. Rates of depreciation are generally based on the following useful lives: buildings, 25 to 40 years; building improvements, typically 3 to 15 years but longer under limited circumstances; and furniture and equipment, 3 to 10 years. Gains and losses on dispositions are included in gains on sale of other assets in noninterest income on the Consolidated Statement of Income (Loss). Maintenance and repairs are charged to operating expenses as incurred, while improvements that extend the useful life of assets are capitalized and depreciated over the estimated remaining life.

Long-lived depreciable assets are evaluated periodically for impairment when events or changes in circumstances indicate the carrying amount may not be recoverable. Impairment exists when the expected undiscounted future cash flows of a long-lived asset are less than its carrying value. In that event, the Company recognizes a loss for the difference between the carrying amount and the estimated fair value of the asset based on a quoted market price, if applicable, or a discounted cash flow analysis. Impairment losses are recorded in other noninterest expense on the Consolidated Statement of Income (Loss).

Other Real Estate Owned

Other real estate owned includes properties acquired in partial or total satisfaction of certain loans. Properties are initially recorded at fair value, which represents the estimated sales price of the properties on the date acquired less estimated selling costs, establishing a new cost basis. Any write-downs in the carrying value of a property at the time of acquisition are charged against the allowance for loan losses. Management periodically reviews the carrying value of other real estate owned. Any write-downs of the properties subsequent to acquisition, as well as gains or losses on disposition and income or expense from the operations of other real estate owned, are recognized in operating results in the period they are realized.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been relinquished. Control over transferred assets is deemed to be surrendered when the assets have been isolated from the Company, the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.



Bank-Owned Life Insurance (“BOLI”)

BOLI represents life insurance policies on the lives of certain current and former Company officers and directors for which the Company is the sole beneficiary. These policies are recorded as an asset on the Consolidated Balance Sheets at their cash surrender value adjusted for other charges or other amounts due that are probable at settlement. The change in cash surrender value and insurance proceeds received are recorded as bank-owned life insurance income on the Consolidated Statement of Income (Loss) in noninterest income. Management performs a monthly analysis to determine the current cash surrender value and adjusts the value accordingly. These policies have an approximate cash surrender value of \$31.4 million and \$30.4 million at December 31, 2011 and 2010, respectively.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Goodwill and Other Intangible Assets

Goodwill represents the excess of purchase price over the fair value of net assets of businesses acquired using the purchase method of accounting. Other intangible assets represent purchased assets that also lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset, or liability. Goodwill is tested at least annually for impairment, or more often if events or circumstances indicate that there may be impairment. Identified intangible assets that have a finite useful life are amortized over that life in a manner that reflects the estimated decline in the economic value of the identified intangible asset. Identified intangible assets that have a finite useful life are periodically reviewed to determine whether there have been any events or circumstances to indicate that the recorded amount is not recoverable from projected undiscounted net operating cash flows. If the projected undiscounted net operating cash flows are less than the carrying amount, a loss is recognized to reduce the carrying amount to fair value, and, when appropriate, the amortization period is also reduced. Unamortized intangible assets associated with disposed assets are included in the determination of gain or loss on the sale of the disposed assets.

Other intangible assets consist of core deposit and acquired customer relationship intangible assets arising from whole bank and branch company acquisitions. They are initially measured at fair value and then are amortized over ten years using an accelerated method. Management reviews intangible assets at least annually for impairment and any such impairment will be recognized in the period identified.

Repurchase agreements

Substantially all repurchase agreement liabilities represent amounts advanced by various customers. Securities are pledged to cover these liabilities, which are not covered by federal deposit insurance.

Mortgage Banking Derivatives

Commitments to fund mortgage loans (interest rate locks) to be sold into the secondary market and forward commitments for the future delivery of these mortgage loans are accounted for as free standing derivatives. Fair values of these mortgage derivatives are estimated based on changes in mortgage interest rates from the date the interest on the loan is locked. The Company enters into forward commitments for the future delivery of mortgage loans when interest rate locks are entered into, in order to hedge the change in interest rates resulting from its commitments to fund the loans. Changes in the fair values of these derivatives are included in net gains on sales of loans.

Income Taxes

The Company files income tax returns in the U.S. federal jurisdiction and in Illinois and Missouri. The provision for income taxes is based on income in the financial statements, rather than amounts reported on the Company's income tax return. Changes in enacted tax rates and laws are reflected in the financial statements in the periods they occur. The Company recognizes interest related to income tax matters as interest expense and penalties related to income tax matters as other expense.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in years in which those temporary differences are expected to be recovered or settled. A valuation allowance is established for any deferred tax asset for which recovery or settlement is unlikely. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date.

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

The Company is no longer subject to examination by federal taxing authorities for the tax year 2007 and the years prior.

Earnings Per Share (“EPS”)

Basic EPS is computed by dividing net income applicable to common shares by the weighted-average number of common shares outstanding for the period. The basic EPS computation excludes the dilutive effect of all common stock equivalents. Diluted EPS is computed by dividing net income applicable to common shares by the weighted-average number of common shares outstanding plus all potential common shares and Series A convertible preferred shares. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The Company’s potential common shares represent shares issuable under its long-term incentive compensation plans. Such common stock equivalents are computed based on the treasury stock method using the average market price for the period.

Stock-Based Compensation

Compensation cost is recognized for stock options and restricted stock awards issued to employees, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of the stock options, while the market price of the Company’s common stock at the date of grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

Fair Value of Financial Instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates. See Note 5 for additional information.

Stockholders’ Equity

Preferred Stock

The Company’s Certificate of Incorporation authorizes its board of directors to fix or alter the rights, preferences, privileges, and restrictions of 200,000 shares of preferred stock.

The Company has the following classes of preferred stock issued or authorized:

Series A Convertible Preferred Stock: The Company has authorized 2,765 shares of Series A Convertible Preferred Stock. There were 2,762.24 shares of Series A Convertible Preferred Stock issued at December 31, 2011 and 2010. Preferential cumulative cash dividends are payable quarterly at an annual rate of \$75.00 per share. Dividends accrue on each share of Series A Preferred Stock from the date of issuance and from day to day thereafter, whether or not earned or declared. The shares of Series A Preferred Stock are convertible into 172,042 common shares. Series A Preferred Stock is not redeemable for cash. Upon dissolution, winding up, or liquidation of the Company, voluntary or otherwise, holders of Series A Preferred Stock will be entitled to receive, out of the assets of the Company available for distribution to stockholders, the amount of \$1,000 per share, plus any accrued but unpaid dividends, before any payment or distribution may be made on shares of common stock or any other securities issued by the Company that rank junior to the Series A Preferred Stock.

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Centrue Financial Corporation  
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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

**Series B Mandatory Redeemable Preferred Stock:** The Company has authorized 1,092 shares of Series B Mandatory Redeemable Preferred Stock. There were 268 shares of Series B Mandatory Redeemable Preferred Stock issued at December 31, 2011 and 2010 respectively, which are shown in other liabilities in accordance with accounting guidance. Preferential cumulative cash dividends are payable quarterly at an annual rate of \$60.00 per share. Dividends accrue on each share of Series B Preferred Stock from the date of issuance and from day to day, thereafter, whether or not earned or declared.

Each original holder of Series B Preferred Stock (or upon such holder's death, their executor or personal representatives) will have the option, exercisable at their sole discretion, to sell, and the Company be obligated to redeem such holder's shares of Series B Preferred Stock. The per share price payable by the Company for such shares of Series B Preferred Stock will be equal to \$1,000 per share, plus any accrued but unpaid dividends. Upon dissolution, wind up, or liquidation of the Company, voluntary or otherwise, holders of Series B Preferred Stock will be entitled to receive, out of the assets of the Company available for distribution to stockholders, the amount of \$1,000 per share, plus any accrued but unpaid dividends, before any payment or distribution may be made on shares of common stock or any other securities issued by the Company that rank junior to the Series B Preferred Stock.

**Series C Fixed Rate Cumulative Perpetual Preferred Stock:** The Company has authorized 32,668 shares of Series C Fixed Rate Cumulative Perpetual Preferred Stock with a \$1,000 per share liquidation preference, and a warrant to purchase up to 508,320 shares of the Company's common stock at an exercise price of \$9.64 per share. There were 32,668 shares of Series C Fixed Rate Cumulative Perpetual Preferred Stock issued at December 31, 2011 and 2010. Dividends accrue on each share of Series C Preferred Stock from the date of issuance. Management is accreting the discount on the preferred stock over a five year life using an effective yield.

The Series C Fixed Rate Cumulative Perpetual Preferred Stock issued by the Company pays cumulative dividends of 5% a year for the first five years and 9% a year thereafter. The Company may, at its option, redeem the preferred securities at their liquidation preference plus accrued and unpaid dividends at any time. Both the preferred securities and the warrant are accounted for as components of regulatory Tier 1 capital. The securities purchase agreement, between the Company and the Treasury, limits the payment of dividends on the Common Stock to a quarterly cash dividend of \$0.14 per share, limits the Company's ability to repurchase its Common Stock, and subjects the Company to certain executive compensation limitations.

#### Dividend Restrictions

Banking regulations require the maintenance of certain capital levels and may limit the amount of dividends that may be paid by the subsidiary bank to the holding company or by the holding company to stockholders. As discussed in Note 18, the Company and the Bank are prohibited from declaring dividends.

#### Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Comprehensive Income

Comprehensive income is the total of reported net income and all other revenues, expenses, gains, and losses that bypass reported net income under GAAP. As of December 31, 2011, the Company included unrealized gains or losses on securities available-for-sale in other comprehensive income.

Treasury Stock

Treasury stock acquired is recorded at cost and is carried as a reduction of stockholders' equity in the Consolidated Balance Sheets. Treasury stock issued is valued based on the "last in, first out" inventory method. The difference between the consideration received upon issuance and the carrying value is charged or credited to surplus.

Segment Information

The Company discloses operating segments based on the "management" approach. The management approach designates the internal organization that is used by management for making operating decisions and assessing performance as the source of the Company's reportable segments. See Note 22 for additional information.

Internal financial information is primarily reported and aggregated in the following lines of business: retail, commercial, treasury and other.

Reclassifications

Certain prior year account balances, with no effect on net income (loss) or stockholders' equity, have been reclassified to be consistent with the classifications adopted as of and for the year ended December 31, 2011.

Adoption of New Accounting Standards

In April 2011, the FASB amended existing guidance for assisting a creditor in determining whether a restructuring is a troubled debt restructuring. The amendments clarify the guidance for a creditor's evaluation of whether it has granted a concession and whether a debtor is experiencing financial difficulties. With regard to determining whether a concession has been granted, the ASU clarifies that creditors are precluded from using the effective interest method to determine whether a concession has been granted. In the absence of using the effective interest method, a creditor must now focus on other considerations such as the value of the underlying collateral, evaluation of other collateral or guarantees, the debtor's ability to access other funds at market rates, interest rate increases and whether the restructuring results in a delay in payment that is insignificant. This guidance is effective for interim and annual reporting periods beginning after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. For purposes of measuring impairment on newly identified troubled debt restructurings, the amendments should be applied prospectively for the first interim or annual period beginning on or after June 15, 2011. This guidance has been adopted and did not have a material effect on the Company's operating results or financial condition.



In May, 2011, the FASB issued an amendment to achieve common fair value measurement and disclosure requirements between U.S. and International accounting principles. Overall, the guidance is consistent with existing U.S. accounting principles; however, there are some amendments that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The amendments in this guidance are effective for interim and annual reporting periods beginning after December 15, 2011. The adoption of this guidance will not have a material effect on the Company's financial statements.

In June 2011, the FASB amended existing guidance and eliminated the option to present the components of other comprehensive income as part of the statement of changes in shareholder's equity. The amendment requires that comprehensive income be presented in either a single continuous statement or in two separate consecutive statements. Public Companies: The amendments in this guidance are effective as of the beginning of a fiscal reporting year, and interim periods within that year, that begins after December 15, 2011. Early adoption is permitted. The adoption of this amendment will change the presentation of the components of comprehensive income for the Company.

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Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

In September 2011, the FASB amended existing guidance relating to goodwill impairment testing. The amendment permits an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing these events or circumstances, it is concluded that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The amendments in this guidance are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011. Adoption is not expected to have a material effect on the Company's operating results or financial condition.

Note 2. Business Acquisitions and Divestitures

On January 23, 2009, the Company completed the sale of its Trust unit of the Wealth Management division to Hometown National Bank headquartered in LaSalle, Illinois. The Company's loss on the sale was attributed to the allocation of \$0.1 million impairment of goodwill allocated to the completion of the sale of this division.

On June 30, 2010, the Company completed the sale of its Effingham branch to Washington Savings Bank headquartered in Effingham, Illinois. Washington Savings Bank assumed approximately \$19.5 million in deposits and acquired \$5.9 million in loans. The net gain on the sale was \$1.2 million.

On November 18, 2011, the Company completed the sale of its Champaign branch to Marine Bank headquartered in Springfield, Illinois. Marine Bank assumed approximately \$23.5 million in deposits and acquired \$10.3 million in loans. The transaction generated a net gain on sale of \$1.3 million.

Management has analyzed on an overall basis the impact of the above divestitures on an individual and aggregate basis and determined that per accounting guidance on disposal of long-lived assets, that the results for the asset divestitures is immaterial to the Company as a whole and does not require them to be reported as discontinued operations on the financial statements.

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Note 3. Securities

The following table summarizes the fair value of available-for-sale securities, the related gross unrealized gains and losses recognized in accumulated other comprehensive income, and the amortized cost as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2011				
U.S. government agencies	\$ 2,931	\$ 88	\$ —	\$ 3,019
States and political subdivisions	17,477	649	(1 )	18,125
U.S. government agency residential mortgage-back securities	174,850	2,790	(101 )	177,539
Collateralized residential mortgage obligations:				
Agency	15,298	229	—	15,527
Private Label	1,485	72	(7 )	1,550
Equity securities	2,396	134	—	2,530
Collateralized debt obligations:				
Single Issue	2,064	—	—	2,064
Pooled	8,121	53	(1,574 )	6,600
Corporate	2,000	—	(118 )	1,882
	\$ 226,622	\$ 4,015	\$ (1,801 )	\$ 228,836

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2010				
U.S. government agencies	\$ 6,917	\$ 168	\$ —	\$ 7,085
States and political subdivisions	27,825	531	(8 )	28,348
U.S. government agency residential mortgage-back securities	145,907	2,070	(131 )	147,846
Collateralized residential mortgage obligations:				
Agency	20,543	192	—	20,735
Private Label	4,943	70	(77 )	4,936
Equity securities	2,213	41	—	2,254
Collateralized debt obligations:				
Single Issue	3,846	3	—	3,849
Pooled	8,593	42	(4,213 )	4,422
	\$ 220,787	\$ 3,117	\$ (4,429 )	\$ 219,475

The amounts below include the activity for available-for-sale securities related to sales, maturities and calls:

	Years Ended December 31,		
	2011	2010	2009
Proceeds from calls and maturities	\$ 22,685	\$ 19,064	\$ 20,088
Proceeds from sales	36,607	112,522	8,854
Realized gains	1,157	2,739	251
Realized losses	—	(38 )	—
Net impairment loss recognized in earnings	(499 )	(5,021 )	(12,606 )
Tax benefit (provision) related to net realized gains and losses	(254 )	896	4,773

The amortized cost and fair value of the investment securities portfolio are shown below by contractual maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

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Note 3. Securities (Continued)

	December 31, 2011	
	Amortized Cost	Fair Value
Due in one year or less	\$ 3,813	\$ 3,843
Due after one year through five years	11,092	11,260
Due after five years through ten years	6,658	7,050
Due after ten years	11,030	9,537
U.S. government agency mortgage-backed securities	174,850	177,539
Collateralized mortgage obligations	16,783	17,077
Equity securities	2,396	2,530
	\$ 226,622	\$ 228,836

At December 31, 2011, the Company held callable securities with a fair value and amortized cost of \$16.8 million and \$18.3 million, respectively. At December 31, 2010, the Company held callable securities with a fair value and amortized cost of \$22.0 million and \$25.9 million, respectively.

Securities with carrying values of approximately \$124.5 million and \$154.1 million at December 31, 2011 and 2010, respectively, were pledged to secure public deposits and securities sold under agreements to repurchase and for other purposes as required or permitted by law. At year end 2011 and 2010, there were no holdings of securities of any one issuer, other than the U.S. Government agencies in an amount greater than 10% of stockholders' equity.

The Company does not have any securities classified as trading or held-to-maturity.

Securities with unrealized losses not recognized in income are as follows presented by length of time individual securities have been in a continuous unrealized loss position:

December 31, 2011	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
Description of Securities	Value	Loss	Value	Loss	Value	Loss
State and political subdivisions	\$ 524	\$ (1 )	\$ —	\$ —	\$ 524	\$ (1 )
U.S. government agency residential mortgage-backed securities	30,895	(101 )	—	—	30,895	(101 )
Collateralized residential mortgage obligations: Private Label	731	(7 )	—	—	731	(7 )
Collateralized debt obligations: Pooled Corporate	—	—	6,497	(1,574 )	6,497	(1,574 )
	1,882	(118 )	—	—	1,882	(118 )

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Total temporarily impaired						
	\$ 34,032	\$ (227 )	\$ 6,497	\$ (1,574 )	\$ 40,529	\$ (1,801 )
December 31, 2010	Less than 12 Months		12 Months or More		Fair	Total
Description of Securities	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
State and political subdivisions	\$ 664	\$ (3 )	\$ 350	\$ (5 )	\$ 1,014	\$ (8 )
U.S. government agency residential mortgage-backed securities	17,216	(131 )	—	—	17,216	(131 )
Collateralized residential mortgage obligations: Private Label	—	—	2,559	(77 )	2,559	(77 )
Collateralized debt obligations: Pooled	—	—	4,330	(4,213 )	4,330	(4,213 )
Total temporarily impaired	\$ 17,880	\$ (134 )	\$ 7,239	\$ (4,295 )	\$ 25,119	\$ (4,429 )

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Part II: Notes To Consolidated Financial Statements  
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Note 3. Securities (Continued)

Unrealized losses on agency bonds have not been recognized into income because the issuer(s) bonds are of high credit quality (rated AA or higher), management does not intend to sell and it is not more likely than not that management would be required to sell the securities prior to their anticipated recovery, and the decline in fair value is largely due to changes in interest rates. The fair value is expected to recover as the bonds(s) approach maturity.

At December 31, 2011, approximately 91.23% of the mortgage-backed securities held by the Company were issued by U.S. government-sponsored enterprises and agencies, primarily Fannie Mae and Freddie Mac, institutions which the government has affirmed its commitment to support. Because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Company does not intend to sell these mortgage-backed securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2011.

The Company's mortgage-backed securities portfolio includes three private labeled collateralized mortgage obligations with a market value of \$1.5 million and unrealized gains of \$0.1 million at December 31, 2011. The Company monitors to insure it has adequate credit support and has taken other than temporary impairment ("OTTI") charges in prior years to insure proper credit support. During 2011, no OTTI was realized on the three non-agency CMO instruments and one of the instruments was fully repaid by year-end. For the remaining mortgage-backed securities, the Company believes there is no OTTI and does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery.

The Company's unrealized losses relate primarily to its investment in pooled trust preferred securities included in collateralized debt obligations ("CDO"). The decline in fair value is primarily attributable to temporary illiquidity and the financial crisis affecting these markets and not the expected cash flows of the individual securities. Due to the illiquidity in the market, it is unlikely that the Company would be able to recover its investment in these securities if the Company sold the securities at this time.

Our OTTI evaluation model includes the seven CDOs making up this portfolio with an \$8.1 million amortized cost, after impairment. These securities were rated high quality (A3 and above) at inception, but at December 31, 2011, these securities were rated as Ca and C, which are defined as highly speculative and/or default, with some recovery; and Ba2, which is one level below investment grade. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies. The Company uses the OTTI evaluation model to compare the present value of expected cash flows to the previous estimate to ensure there are no adverse changes in cash flows during the period. The OTTI model considers the structure and term of the CDO and the financial condition of the underlying issuers in addition to detailing interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the model include expected future default rates and prepayments. We assume no recoveries on defaults and treat all interest payment deferrals as defaults. In addition we use the model to "stress" each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of the

Company's note class. For the year ended December 31, 2011, our model indicated OTTI of \$0.5 million on three of the seven CDOs, all of which experienced additional defaults or deferrals and/or prepayments during the period in which the OTTI was recognized. Two of these CDOs had all of their remaining book value impaired. These securities remained classified as available for sale at December 31, 2011, and together, the five remaining securities accounted for \$1.6 million of the unrealized loss in the other securities category at December 31, 2011.

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Note 3. Securities (Continued)

The following table below presents a roll forward of the credit losses recognized in earnings for the year ended December 31, 2011 and 2010:

Beginning balance, January 1, 2011	\$20,362
Amounts related to credit loss for which an other-than-temporary impairment was not previously recognized	—
Additions/Subtractions	
Amounts realized for securities sold during the period	—
Amounts related to securities for which the company intends to sell or that it will be more likely than not that the company will be required to sell prior to recovery of amortized cost basis	—
Reduction for increase in cash flows expected to be collected that are recognized over the remaining life of the security	(264 )
Increases to the amount related to the credit loss for which other-than-temporary was previously recognized	499
Ending balance, December 31, 2011	\$20,597
Beginning balance, January 1, 2010	\$15,341
Amounts related to credit loss for which an other-than-temporary impairment was not previously recognized	—
Additions/Subtractions	
Amounts realized for securities sold during the period	—
Amounts related to securities for which the company intends to sell or that it will be more likely than not that the company will be required to sell prior to recovery of amortized cost basis	—
Reduction for increase in cash flows expected to be collected that are recognized over the remaining life of the security	—
Increases to the amount related to the credit loss for which other-than-temporary was previously recognized	5,021
Ending balance, December 31, 2010	\$20,362

Note 4. Loans

The major classifications of loans follow:

	Aggregate Principal Amount	
	December 31,	
	2011	2010
Commercial	\$ 63,982	\$ 87,226
Agricultural & AGRE	39,128	44,289

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Construction, land & development	42,008	72,078
Commercial RE	288,068	342,208
1-4 family mortgages	146,767	172,666
Consumer	2,442	3,404
Total loans	\$ 582,395	\$ 721,871
Allowance for loan losses	(21,232 )	(31,511 )
Loans, net	\$ 561,163	\$ 690,360

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Note 4. Loans (Continued)

The credit quality indicator utilized by the company to internally analyze the loan portfolio is the internal risk rating. Internal risk ratings of 0 to 5 are considered pass credits, a risk rating of a 6 is special mention, a risk rating of a 7 is substandard, and a risk rating of an 8 is doubtful. Loans classified as pass credits have no material weaknesses and are performing as agreed. Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

The following table presents the commercial loan portfolio by internal risk rating:

Dec. 31, 2011 Internal Risk Rating	Commercial		Construction		Commercial Real Estate		Total
	Closed end	Lines of Credit	AG & AG RE	Land & Development	Owner-occupied	Non-Owner Occupied	
1-2	\$ 716	\$ 449	\$ 4,833	\$ 3,649	\$ 3,489	\$ 647	\$ 13,783
3	2,938	7,708	15,649	1,034	8,971	17,168	53,468
4	12,989	13,533	14,323	1,566	68,045	44,665	155,121
5	10,405	5,322	3,517	6,200	20,518	51,580	97,542
6	3,374	3,892	741	5,497	10,868	19,900	44,272
7	1,434	1,222	65	24,062	19,720	22,497	69,000
8	—	—	—	—	—	—	—
Total	\$ 31,856	\$ 32,126	\$ 39,128	\$ 42,008	\$ 131,611	\$ 156,457	\$ 433,186

Dec. 31, 2010 Internal Risk Rating	Commercial		Construction		Commercial Real Estate		Total
	Closed end	Lines of Credit	AG & AG RE	Land & Development	Owner-occupied	Non-Owner Occupied	
1-2	\$ 2,294	\$ 331	\$ 8,527	\$ 4,700	\$ 8,559	\$ 1,479	\$ 25,890
3	3,935	7,333	10,873	1,237	17,673	23,045	64,096
4	21,225	24,042	16,742	1,500	76,491	61,468	201,468
5	10,483	4,768	3,588	8,720	21,389	42,495	91,443
6	1,217	4,506	42	7,232	3,206	20,821	37,024
7	2,149	4,898	4,517	48,689	25,075	40,507	125,835
8	—	45	—	—	—	—	45
Total	\$ 41,303	\$ 45,923	\$ 44,289	\$ 72,078	\$ 152,393	\$ 189,815	\$ 545,801

The following table presents the Retail Residential Loan Portfolio by Internal Risk Rating:

Internal Risk Rating	Residential – 1-4 family		Total
	Senior Lien	JR Lien & Lines of Credit	
Dec. 31, 2011			
Unrated	\$ 83,969	\$ 49,498	\$ 133,467
Special mention	907	904	1,811
Substandard	10,013	1,161	11,174
Doubtful	315	—	315
Total	\$ 95,204	\$ 51,563	\$ 146,767

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## Note 4. Loans (Continued)

Internal Risk Rating	Residential – 1-4 family		
	Senior Lien	JR Lien & Lines of Credit	Total
Dec. 31, 2010			
Unrated	\$ 99,852	\$ 55,147	\$ 154,999
Special mention	1,034	1,769	2,803
Substandard	13,707	1,157	14,864
Total	\$ 114,593	\$ 58,073	\$ 172,666

The retail residential loan portfolio is generally unrated. Delinquency is a typical factor in adversely risk rating a credit to a special mention or substandard.

An analysis of activity in the allowance for loan losses follows:

	Commercial	AG & AGRE	Construction, Land & Development	Commercial RE	1-4 Family Residential	Consumer	Total
December 31, 2011							
Beginning Balance	\$ 1,634	\$ 337	\$ 12,500	\$ 13,721	\$ 3,273	\$ 46	\$ 31,511
Charge-offs	(713 )	(674 )	(10,610 )	(9,349 )	(1,835 )	(97 )	(23,278 )
Recoveries	49	26	755	305	465	24	1,624
Provision	620	316	2,166	7,003	1,187	83	11,375
Ending Balance	\$ 1,590	\$ 5	\$ 4,811	\$ 11,680	\$ 3,090	\$ 56	\$ 21,232
							Total
December 31, 2010							
Beginning Balance							\$ 40,909
Charge-offs							(44,409 )
Recoveries							411
Provision							34,600
Ending Balance							\$ 31,511
							Total
December 31, 2009							
Beginning Balance							\$ 15,018
Charge-offs							(26,804 )
Recoveries							646
Provision							52,049
Ending Balance							\$ 40,909

Dec. 31, 2011	Commercial	AG & AGRE	Construction, Land & Development	Commercial RE	1-4 Family Residential	Consumer	Total
Allowance for loan losses:							
Loans individually evaluated for impairment	\$ 715	\$ —	\$ 2,228	\$ 5,211	\$ 1,591	\$ 5	\$ 9,750
Loans collectively evaluated for impairment	875	5	2,583	6,469	1,499	51	11,482
Total ending allowance balance	\$ 1,590	\$ 5	\$ 4,811	\$ 11,680	\$ 3,090	\$ 56	\$ 21,232
Loan balances:							
Loans individually evaluated for impairment	\$ 2,463	\$ 65	\$ 24,062	\$ 36,141	\$ 10,563	\$ 5	\$ 73,299
Loans collectively evaluated for impairment	61,519	39,063	17,946	251,927	136,204	2,437	509,096
Loans with an allowance recorded:	\$ 63,982	\$ 39,128	\$ 42,008	\$ 288,068	\$ 146,767	\$ 2,442	\$ 582,395

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Note 4. Loans (Continued)

Dec. 31, 2010	Commercial	AG & AGRE	Construction, Land & Development	Commercial RE	1-4 Family Residential	Consumer	Total
Allowance for loan losses:							
Loans individually evaluated for impairment	\$ 1,175	\$ 328	\$ 8,174	\$ 6,487	\$ 1,500	\$ —	\$ 17,664
Loans collectively evaluated for impairment	459	9	4,326	7,234	1,773	46	13,847
Total ending allowance balance	\$ 1,634	\$ 337	\$ 12,500	\$ 13,721	\$ 3,273	\$ 46	\$ 31,511
Loan balances:							
Loans individually evaluated for impairment	\$ 6,858	\$ 4,516	\$ 48,535	\$ 51,652	\$ 14,602	\$ 1	\$ 126,164
Loans collectively evaluated for impairment	80,368	39,773	23,543	290,556	158,064	3,403	595,707
Loans with an allowance recorded:	\$ 87,226	\$ 44,289	\$ 72,078	\$ 342,208	\$ 172,666	\$ 3,404	\$ 721,871

Troubled Debt Restructurings:

The Company had troubled debt restructurings (“TDRs”) of \$7.1 million and \$5.3 million as of December 31, 2011 and December 31, 2010, respectively. Specific reserves of \$0.95 million and \$0.4 million were allocated to TDRs as of December 31, 2011 and December 31, 2010, respectively. At December 31, 2011, nonaccrual TDR loans were \$6.0 million, as compared to \$5.0 million at December 31, 2010. At December 31, 2011 and December 31, 2010, \$1.1 million and \$0.3 million of TDRs were on accrual status. The Company has not committed to lend any additional amounts to customers with outstanding loans that are classified as TDRs as of December 31, 2011.

During the period ending December 31, 2011, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated

interest rate of the loan to a below market rate or the payment modification to interest only. Modifications involving a reduction of the stated interest rate of the loan were for periods ranging from 6 months to 16 months.

The following table presents loans by class modified as troubled debt restructurings that occurred during the twelve month period ending December 31, 2011:

## For the Twelve Months Ended December 31, 2011

	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment	Specific Reserves
Commercial				
Closed End	—	\$ —	\$ —	\$ —
Line of Credit	—	—	—	—
Agricultural & AGRE	—	—	—	—
Construction, land & development	2	72	72	35
CRE – all other				
Owner Occupied	2	1,726	1,726	890
Non-Owner Occupied	—	—	—	—
1-4 family residential				
Senior lien	3	57	57	23
Junior lien & lines or credit	1	8	8	—
Consumer	—	—	—	—
Total	8	\$ 1,863	\$ 1,863	\$ 948



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Note 4. Loans (Continued)

The troubled debt restructurings described increased the allowance for loan losses by \$0.6 million and resulted in no charge offs during the twelve month period ending December 31, 2011.

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the twelve month period ending December 31, 2011.

	For the Twelve Months Ended December 31, 2011	
	Number of Loans	Recorded Investment
Commercial		
Closed End	—	\$ —
Line of Credit	—	—
Agricultural & AGRE	—	—
Construction, land & development	—	—
CRE – all other		
Owner Occupied	1	664
Non-Owner Occupied	—	—
1-4 family residential		
Senior lien	—	—
Junior lien & lines or credit	—	—
Consumer	—	—
Total	1	\$ 664

A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms. The troubled debt restructurings that subsequently defaulted described above was modified to become a troubled debt restructure in 2010 and did not default until 2011. This default did not increase the allowance for loan losses and resulted in charge off's of \$0.4 million for the twelve month period ended December 31, 2011.

The Company evaluates loan modifications to determine if the modification constitutes a troubled debt restructure. A loan modification constitutes a troubled debt restructure if the borrower is experiencing financial difficulty and the Company grants a concession it would not otherwise consider. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its loans with the Company's debt in the foreseeable future without the modification. This evaluation is performed under the company's internal underwriting guidelines. TDRs are separately identified for impairment disclosures. If a loan is considered to be collateral dependent loan, the TDR is reported, net, at the fair value of the collateral.

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Note 4. Loans (Continued)

The following tables present data on impaired loans:

Dec. 31, 2011	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Recognized
Loans with no related allowance recorded:						
Commercial						
Closed End	\$ 28	\$ 28	\$ —	\$ 53	\$ 1	\$ 1
Line of Credit	45	308	—	550	—	—
Agricultural & AGRE						
	65	682	—	62	3	3
Construction, land & development						
	4,453	14,583	—	10,066	58	58
CRE – all other						
Owner Occupied	4,738	5,417	—	6,284	44	41
Non-Owner Occupied						
	7,749	8,656	—	11,933	442	416
1-4 family residential						
Senior lien	1,108	1,576	—	2,198	37	37
Junior lien & lines or credit						
	683	799	—	697	17	16
Consumer						
	—	—	—	—	—	—
Subtotal	18,869	32,049	—	31,843	602	572
Loans with an allowance recorded:						
Commercial						
Closed End	\$ 1,213	\$ 1,213	\$ 449	\$ 1,380	\$ 84	\$ 84
Line of Credit	1,177	1,177	266	2,337	25	14
Agricultural & AGRE						
	—	—	—	1,039	—	—
Construction, land & development						
	19,609	30,053	2,228	19,749	(26 )	(27 )
CRE – all other						
Owner Occupied	14,851	15,204	3,678	13,152	850	773
Non-owner occupied						
	8,803	11,142	1,533	11,632	383	353
1-4 family residential						
Senior lien	8,396	8,580	1,391	8,062	693	677
Junior lien & lines of credit						
	375	482	200	386	9	9

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Consumer	6	6	5	4	—	—
Subtotal	54,430	67,857	9,750	57,741	2,018	1,883
Total	\$ 73,299	\$ 99,906	\$ 9,750	\$ 89,584	\$ 2,620	\$ 2,455
Commercial	\$ 62,731	\$ 88,462	\$ 8,154	\$ 78,237	\$ 1,864	\$ 1,716
Residential	\$ 10,562	\$ 11,438	\$ 1,591	\$ 11,343	\$ 756	\$ 739
Consumer	\$ 6	\$ 6	\$ 5	\$ 4	\$ —	\$ —

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## Note 4. Loans (Continued)

Dec. 31, 2010	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
Loans with no related allowance recorded:					
Commercial					
Closed End	\$ 151	\$ 832	\$—	\$ 63	\$ 2
Lines of Credit	3,817	4,973	—	1,575	131
Agricultural & AGRE	68	685	—	143	86
Construction, land & development	8,695	23,949	—	8,188	(395 )
CRE – all other					
Owner Occupied	6,575	6,784	—	4,693	196
Non-Owner Occupied	15,554	19,797	—	11,102	117
1-4 family residential					
Senior lien	2,391	2,477	—	2,585	94
Junior lien & lines of credit	447	476	—	484	10
Consumer	1	1	—	—	—
Subtotal	37,699	59,974	—	28,833	241
Loans with an allowance recorded:					
Commercial					
Closed End	\$ 1,764	\$ 1,764	\$ 1,170	\$ 4,208	\$ 86
Lines of Credit	1,126	1,126	5	20	54
Agricultural & AGRE	4,448	4,448	328	3,849	155
Construction, land & development	39,840	51,001	8,174	40,972	914
CRE – all other					
Owner Occupied	15,982	16,889	3,982	14,818	648
Non-Owner Occupied	13,541	17,806	2,505	13,625	(13 )
1-4 family residential					
Senior lien	11,205	11,334	1,200	11,192	957
Junior lien & lines of credit	559	1,478	300	289	(101 )
Consumer	—	—	—	11	—
Subtotal	88,465	105,846	17,664	88,984	2,700
Total	\$ 126,164	\$ 165,820	\$ 17,664	\$ 117,817	\$ 2,941
Commercial	\$ 111,561	\$ 150,054	\$ 16,164	\$ 103,256	\$ 1,981
Residential	\$ 14,602	\$ 15,765	\$ 1,500	\$ 14,550	\$ 960
Consumer	\$ 1	\$ 1	\$—	\$ 11	\$—

December 31, 2009

Year-end impaired loans for which an allowance has been provided \$ 129,655

Year-end impaired loans for which no allowance has been provided		35,923
Total impaired loans	\$	165,578
Allowance for loan loss allocated to impaired loans	\$	26,717
Average recorded investment in impaired loans		116,260
Interest income recognized from impaired loans		11,376
Cash basis interest income recognized from impaired loans		9,322

Due to the economic conditions facing many of its customers, the Company determined that there were \$28.6 million of loans that were classified as impaired but were considered to be performing loans at December 31, 2011 compared to \$56.5 million at December 31, 2010.

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## Note 4. Loans (Continued)

The following table represents activity related to loan portfolio aging:

Dec. 31, 2011	30 – 59 days past due	60 -89 days past due	90 days past due or nonaccrual	Total Past Due	Current	Total Loans	Recorded Investment 90 days accruing
<b>Commercial</b>							
Closed end	\$ 1,183	\$ —	\$ 95	\$ 1,278	\$ 30,578	\$ 31,856	\$ —
Line of credit	—	43	1,222	1,265	30,861	32,126	—
<b>Agricultural &amp; AGRE</b>							
	—	—	65	65	39,063	39,128	—
<b>CRE – construction, land &amp; develop</b>							
	—	472	23,738	24,210	17,798	42,008	—
<b>CRE – all other Owner occupied</b>							
	2,477	1,357	8,633	12,467	119,144	131,611	—
<b>Non-owner occupied</b>							
	3,207	3,000	6,572	12,779	143,678	156,457	—
<b>Residential – 1-4 family</b>							
Senior lien	2,832	691	3,588	7,111	88,093	95,204	—
Junior lien & lines of credit	738	151	806	1,695	49,868	51,563	—
Consumer	10	—	4	14	2,428	2,442	—
<b>Total</b>	<b>\$ 10,447</b>	<b>\$ 5,714</b>	<b>\$ 44,723</b>	<b>\$ 60,884</b>	<b>\$ 521,511</b>	<b>\$ 582,395</b>	<b>\$ —</b>

Dec. 31, 2010	30 – 59 days past due	60 -89 days past due	90 days past due or nonaccrual	Total Past Due	Current	Total Loans	Recorded Investment 90 days accruing
<b>Commercial</b>							
Closed end	\$ 225	\$ 1	\$ 321	\$ 547	\$ 40,756	\$ 41,303	\$ —
Line of credit	—	—	4,089	4,089	41,834	45,923	—
<b>Agricultural &amp; AGRE</b>							
	58	—	89	147	44,142	44,289	—
<b>CRE – construction, land &amp; develop</b>							
	1,856	2,664	36,355	40,875	31,203	72,078	—

CRE – all other							
Owner occupied	633	217	12,361	13,211	139,182	152,393	—
Non-owner occupied	1,194	—	12,765	13,959	175,856	189,815	
Residential – 1-4 family							
Senior lien	2,111	866	3,143	6,120	108,473	114,593	58
Junior lien & lines of credit	862	300	566	1,728	56,345	58,073	—
Consumer	2	2	—	4	3,400	3,404	—
Total	\$ 6,941	\$ 4,050	\$ 69,689	\$ 80,680	\$ 641,191	\$ 721,871	\$ 58

The following tables represent data for nonperforming loans:

	Year Ended December 31,	
	2011	2010
Commercial		
Closed end	\$ 95	\$ 321
Line of credit	1,222	4,088
Agricultural & AGRE	65	89
CRE – construction, land & development	23,738	36,355
CRE – all other		
Owner occupied	8,633	12,361
Non-owner occupied	6,572	12,765
Residential – 1-4 family		
Senior lien	3,588	3,085
Junior lien & lines of credit	806	567
Consumer	4	—
Total	\$ 44,723	\$ 69,631

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## Note 4. Loans (Continued)

	December 31, 2009
Loans past due over 90 days still on accrual	\$ —
Nonaccrual loans	80,121
Trouble Debt Restructuring	743
<b>Total Nonperforming Loans</b>	<b>\$ 80,864</b>

Nonperforming loans include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

Loans made to executive officers, directors, and their affiliates during 2011 were as follows:

Balance at December 31, 2010	\$2,665
New loans, extensions, and modification	22
Repayments	(683 )
Effect of changes in composition of related parties	(87 )
Balance at December 31, 2011	\$1,917

## Note 5. Fair Value

The Company measures, monitors, and discloses certain of its assets and liabilities on a fair value basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Fair value guidance establishes a fair value hierarchy that prioritizes the inputs used to measure fair value into three broad levels based on the reliability of the input assumptions. The hierarchy gives the highest priority to level 1 measurements and the lowest priority to level 3 measurements and the categorization of where an asset or liability falls within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy are defined as follows:

Level 1 – Unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2 – Observable inputs other than level 1 prices, such as quoted prices for similar instruments; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Securities

Available for Sale Securities. The fair value of securities available for sale is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). If the securities could not be priced using quoted market prices, observable market activity or comparable trades, the financial market was considered not active and the assets were classified as Level 3.

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Note 5. Fair Value (Continued)

Pooled Trust Preferred Collateralized Debt Obligations (“CDO”). The assets included in Level 3 are CDOs. Over the past few years, the decline in the level of observable inputs and market activity for trust preferred CDOs by the measurement date was significant and resulted in unreliable external pricing. As such, the Company uses an internal other-than-temporary impairment (“OTTI”) evaluation model to compare the present value of expected cash flows to the previous estimate to ensure there are no adverse changes in cash flows during the quarter. The OTTI model considers the structure and term of each CDO and the financial condition of the underlying issuers. Specifically, the model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust-preferred securities. Assumptions used in the model include expected future default rates and prepayments.

The Company assumes no recoveries on defaults and treat all interest payment deferrals as defaults. In addition, we use the model to “stress” each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of the Company’s note class.

Each issuer in the tranche was analyzed using the Fitch ratings for the quarter and key financial data so that the issuer in each tranche can be divided between a pool of “performing” companies and “under-performing” companies. A factor is applied to the under-performing company for each quarter to project additional defaults and deferrals to be factored into the cash flow model. Three internal scenarios were developed that had different assumptions regarding the impact of the economic environment on additional defaults and deferrals for the upcoming quarters. On average, the additional deferrals for a specific CDO that were factored in to our calculation were approximately 8% of the performing balance of the instrument across the three scenarios. All of the additional deferrals for the three scenarios are factored in to the cash flow for each tranche. A discount factor to be applied to the London Interbank Offered Rate (“LIBOR”) was developed for each specific tranche and incorporated to arrive at the discount rate for the CDO. The factor applied ranged from 200 basis points to 600 basis points based on the rating of the CDO and its gross-up factor for risk based capital. These rates were applied to calculate the net present value of the cash flows. The results of the three net present value calculations were weighted based on their likelihood of occurring. The scenarios were weighted 35%, 47% and 18%.

Finally, an independent valuation of our portfolio was obtained. This was weighted as the final overall step to arrive at our valuation for December 31, 2011 using 55% for the internal weighting and 45% for the external one. Due to market conditions as well as the limited trading activity of these securities, the market value of the securities is highly sensitive to assumption changes and market volatility.

At December 31, 2011, the Company held five pooled trust preferred CDOs with an amortized cost of \$8.1 million. These securities were rated high quality (A3 and above) at inception, but at December 31, 2011, these securities were rated as Ba2 and Ca, which are defined as highly speculative and/or default, with some recovery; and C, which is the lowest rating. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies.

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Note 5. Fair Value (Continued)

The Company performed an analysis including evaluation for OTTI for each of the CDOs. During full-year 2011, our model indicated OTTI on three CDOs, with an aggregate cost basis (after impairment) of \$0.4 million. Total impairment for these three CDOs was \$0.5 million. Management has determined that the remaining CDOs are deemed to be only temporarily impaired at year-end due to the projected cash flows adjusted for the possible further deterioration is sufficient to return the outstanding principal balance with interest at the stated rate. Specific ratings of our CDOs that have incurred OTTI during 2011 are listed below:

Issue	Tranche	December 31, 2011		Gross Unrealized Gains/(Losses)	Ratings as of	Ratings as of
		Gross Amortized Cost	Fair Value		Dec 31, 2011	Dec 31, 2010
PreTSL XIII	B-3	387	174	(213 )	Ca / NR	Ca / NR
PreTSL XVI	B	—	—	—	Ca / NR	Ca / NR
PreTSL XXIV	C-2	—	—	—	Ca / NR	Ca / NR
		\$387	\$174	\$ (213 )		

Private Label CMOs. Private label CMOs were also evaluated using management's internal analysis process. These securities were rated high quality (A3 and above) at inception and are primarily supported by prime collateral, although the RAST Series security has some alt-a collateral support. During full-year 2011, our model indicated no OTTI on any of the CMOs, with an aggregate cost basis of \$1.5 million.

Single Issue Trust Preferred. During the third quarter of 2010, the Company purchased \$3.8 million of single-issue trust preferred securities that are classified as available for sale. With respect to these securities, the Company looks at rating agency actions, payment history, the capital levels of the banks and the financial performance as filed in regulatory reports.

The Company's unrealized losses on other securities relate primarily to its investment in CDO securities. The decline in fair value is primarily attributable to temporary illiquidity and the financial crisis affecting these markets and not necessarily the expected cash flows of the individual securities. Due to the illiquidity in the market, it is unlikely that the Company would be able to recover its investment in these securities if the Company sold the securities at this time. The Company does not intend to sell these securities nor is it more likely than not the Company will be required to sell these securities before its anticipated recovery.

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Note 5. Fair Value (Continued)

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes, by measurement hierarchy, the various assets and liabilities of the Company that are measured at fair value on a recurring basis:

	Carrying Amount	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011				
U.S. government agencies	\$3,019	\$—	\$3,019	\$—
State and political subdivisions	18,125	—	18,125	—
U.S. government agency residential mortgage-backed securities	177,539	—	177,539	—
Collateralized mortgage obligations:				
Agency	15,527	—	15,527	—
Private Label	1,550	—	—	1,550
Equities	2,530	—	2,530	—
Collateralized debt obligations:				
Single Issue	2,064	—	2,064	—
Pooled	6,600	—	—	6,600
Corporate	1,882	—	1,882	—
Available-for-sale securities	\$228,836	\$—	\$220,686	\$ 8,150

	Carrying Amount	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2010				
U.S. government agencies	\$7,085	\$—	\$7,085	\$—
State and political subdivisions	28,348	—	28,348	—
U.S. government agency residential mortgage-backed securities	147,846	—	147,846	—
Collateralized mortgage obligations:				
Agency	20,735	—	20,735	—
Private Label	4,936	—	—	4,936

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Equities	2,254	—	2,254	—
Collateralized debt obligations				
Single Issue	3,849	—	3,849	—
Pooled	4,422	—	—	4,422
Available-for-sale securities	\$219,475	\$—	\$210,117	\$ 9,358

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Note 5. Fair Value (Continued)

Assets and Liabilities Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs

The following table reconciles the beginning and ending balances of the assets of the Company that are measured at fair value on a recurring basis using significant unobservable inputs. There currently are no liabilities of the Company that are measured at fair value on a recurring basis using significant unobservable inputs.

	Securities Available for Sale			
	2011		2010	
	CDO's	CMO's	CDO's	CMO's
Beginning balance, January 1,	\$4,422	\$4,936	\$9,758	\$11,166
Transfers into Level 3	—	—	—	—
Total gains or losses (realized/unrealized) included in earnings				
Security impairment	(499 )	—	(4,745 )	(276 )
Capitalized interest/(payments received)	26	(3,461 )	—	(6,078 )
Discount/(premium) amortization	—	3	123	3
Included in other comprehensive income	2,651	72	(714 )	121
Ending Balance, December 31,	\$6,600	\$1,550	\$4,422	\$4,936

Assets Measured at Fair Value on a Non-Recurring Basis

The following table summarizes, by measurement hierarchy, financial assets of the Company that are measured at fair value on a non-recurring basis.

	Carrying Amount	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011				
Impaired loans				
Commercial				
Closed End	\$764	\$—	\$—	\$ 764
Line of Credit	911	—	—	911
Agricultural & AGRE	—	—	—	—
CRE - Construction, land & development	17,381	—	—	17,381
CRE – all other				
Owner occupied	11,173	—	—	11,173
Non-owner occupied	7,270	—	—	7,270



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1-4 family residential				
Senior lien	7,005	—	—	7,005
Junior lien & lines of credit	175	—	—	175
Consumer	1	—	—	1
OREO property				
Commercial				
Closed End	\$—	\$—	\$—	\$—
Line of Credit	—	—	—	—
Agricultural & AGRE	261	—	—	261
CRE - Construction, land & development	3,312	—	—	3,312
CRE – all other				
Owner occupied	4,082	—	—	4,082
Non-owner occupied	829	—	—	829
1-4 family residential				
Senior lien	285	—	—	285
Junior lien & lines of credit	81	—	—	81
Consumer	—	—	—	—

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Note 5. Fair Value (Continued)

December 31, 2010				
Impaired loans				
Commercial	\$1,715	\$—	\$—	\$1,715
Agricultural & AGRE	4,120	—	—	4,120
Construction, land & development	31,666	—	—	31,666
Commercial RE	23,036	—	—	23,036
1-4 family residential	10,264	—	—	10,264
OREO property				
Construction, land & development	9,317	—	—	9,317
Commercial RE	3,284	—	—	3,284
1-4 family residential	178	—	—	178

The fair value of impaired loans with specific loan loss allocations is generally based on the most recent real estate appraisals, with further discounts applied, or discounted cash flows. Appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Judgments used to determine appraised values can be subjective, discounts applied can be significant, as the timing of expected cash flows can be fluid. All of these factors result in a Level 3 classification of the inputs for determining fair value.

Impaired loans had a carrying amount of \$54.4 million with a specific loan loss allocation of \$9.7 million in 2011, resulting in an additional provision for loan losses of \$9.8 million for the year ended December 31, 2011. In 2010, impaired loans had a carrying amount of \$88.5 million with a valuation allowance of \$17.7 million, resulting in an additional provision for loan losses of \$18.7 million for that period. The majority of our impaired loans are collateralized by real estate.

Other real estate owned includes properties acquired in partial or total satisfaction of certain loans. Properties are initially recorded at fair value, which represents the estimated sales price of the properties on the date acquired less estimated selling costs, establishing a new cost basis. Any write-downs in the carrying value of a property at the time of acquisition are charged against the allowance for loan losses. Management periodically reviews the carrying value of other real estate owned. Any write-downs of the properties subsequent to acquisition, as well as gains or losses on disposition and income or expense from the operations of other real estate owned, are recognized in operating results in the period they are realized.

OREO properties measured at fair value, less costs to sell, had a net carrying amount of \$8.8 million which is made up of the outstanding balance of \$16.6 million, net of a valuation allowance of \$7.8 million at December 31, 2011, resulting in a write-down of \$6.2 million for the year. This compares to 2010 when OREO properties with a carrying value of \$16.9 million were written down to their fair value of \$12.8 million, which resulted in a charge to earnings of \$4.1 million during the year.

The Methods and Assumptions Used to Estimate Fair Value

The carrying amount is the estimated fair value for cash and due from banks, federal funds sold, short-term borrowings, accrued interest receivable and payable, demand deposits, short-term debt, and variable rate loans or

deposits that reprice frequently and fully. Security fair values are based on the methods described above. The carrying value and fair value of the subordinated debentures issued to capital trusts are estimated using market data for similarly risk weighted items to value them. For fixed rate loans or deposits and for variable rate loans or deposits with infrequent repricing or repricing limits, the fair value is based on discounted cash flows using current market rates applied to the estimated life and credit risk. Fair values for impaired loans are estimated using discounted cash flow analysis or underlying collateral values. The fair value of loans held for sale is based on market quotes. The fair value of debt and redeemable stock is based on current rates for similar financing. It was not practicable to determine the fair value of the restricted securities due to restrictions placed on its transferability. The fair value of off-balance-sheet items is based on the current fees or cost that would be charged to enter into or terminate such arrangements.

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Note 5. Fair Value (Continued)

The estimated fair values of the Company's financial instruments at December 31 are as follows:

	December 31,			
	2011		2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets</b>				
Cash and cash equivalents	\$ 69,735	\$ 69,735	\$ 82,945	\$ 82,945
Securities	228,836	228,836	219,475	219,475
Restricted securities	9,150	N/A	10,470	N/A
Net loans	561,163	540,612	690,360	657,529
Accrued interest receivable	3,123	3,123	3,860	3,860
<b>Financial liabilities</b>				
Deposits	848,638	849,141	931,105	935,371
Federal funds purchased and securities sold under agreements to repurchase	18,036	18,036	16,188	16,188
Federal Home Loan Bank advances	23,058	24,604	71,059	73,170
Notes payable	10,440	9,321	10,623	10,796
Subordinated debentures	20,620	14,023	20,620	9,865
Series B mandatory redeemable preferred stock	268	268	268	268
Accrued interest payable	4,041	4,041	3,962	3,962

Other assets and liabilities of the Company that are not defined as financial instruments are not included in the above disclosures, such as property and equipment. In addition, nonfinancial instruments typically not recognized in financial statements nevertheless may have value but are not included in the above disclosures. These include, among other items, the estimated earning potential of core deposit accounts, the earnings potential of loan servicing rights, the earnings potential of the trust operations, customer goodwill and similar items.

Note 6. Loan Sales and Servicing

Loans held for sale at year end related to our secondary mortgage market activities, located in the "Loans" section of our balance sheet, are as follows:

	December 31,	
	2011	2010
Loans held for sale	\$ 1,776	\$ 1,718
Less: Allowance to adjust to lower of cost or fair value	—	—
Loans held for sale	\$ 1,776	\$ 1,718

The following summarizes the secondary mortgage market activities:

	Years Ended December 31,		
	2011	2010	2009
Proceeds from sales of mortgage loans	\$54,744	\$82,394	\$132,758
Gain on sales of mortgage loans	\$1,027	\$1,784	\$2,232

Mortgage loans serviced for others are not included in the accompanying consolidated balance sheet. The unpaid principal balances of these loans are summarized as follows:

	December 31,	
	2011	2010
Federal Home Loan Mortgage Corporation	\$46,538	\$57,906
Federal National Mortgage Association	260,438	271,040
IHDA	—	—
	\$306,976	\$328,946

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Note 6. Loan Sales and Servicing (Continued)

Custodial escrow balances maintained in connection with the foregoing loan servicing were approximately \$2.5 million and \$2.6 million at December 31, 2011 and 2010, respectively.

Following is an analysis of the changes in originated mortgage servicing rights:

	Years Ended December 31,		
	2011	2010	2009
Balance at beginning of year	\$2,425	\$2,885	\$2,890
Originated mortgage servicing rights	277	452	821
Mortgage servicing valuation allowance	(89 )	(225 )	—
Amortization	(524 )	(687 )	(826 )
Balance at end of year	\$2,089	\$2,425	\$2,885

Management periodically evaluates assets for impairment. For purposes of measuring impairment, servicing assets are stratified by loan type. Impairment is recognized if the carrying value of servicing assets exceeds the fair value of the stratum. The fair value of capitalized mortgage servicing rights was \$2.3 million and \$2.7 million at December 31, 2011 and 2010, respectively. Fair value was determined using discount rates ranging from 9.50% to 15.50% and prepayment speeds ranging from 16.29% to 19.46% depending on the stratification of the specific right in 2011. The discount rates used in 2010 ranged from 9.50% to 17.00% and the prepayment speeds used were between 15.55% and 17.11%.

Estimated amortization expense for each of the next five years is as follows:

2012	\$480
2013	470
2014	450
2015	425
2016	410

Note 7. Premises and Equipment

Premises and equipment consisted of:

	December 31,	
	2011	2010
Land	\$ 9,015	\$ 9,183
Buildings	19,666	20,419
Furniture and equipment	11,297	22,212
Construction in process	—	25
	39,978	51,839
Less accumulated depreciation	16,224	26,152

\$	23,754	\$	25,687
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Depreciation expense on premises and equipment totaled \$1.8 million in 2011, \$2.4 million in 2010, and \$2.6 million in 2009.

During 2011, the Bank completed the sale of a branch. This transaction reduced premises and equipment by \$0.4 million and generated a gain on sale of \$1.3 million.

During 2010, the Bank completed the sale of one branch and one operations building. These transactions reduced premises and equipment by \$2.4 million and generated gains on sale of \$1.4 million.

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Note 8. Participation in the Treasury Capital Purchase Program

On January 9, 2009, as part of the Troubled Asset Relief Program (“TARP”) Capital Purchase Program, the Company entered into a Letter Agreement and Securities Purchase Agreement (collectively, the “Purchase Agreement”) with the United States Department of the Treasury (“U.S. Treasury”), pursuant to which the Company sold 32,668 shares of newly authorized Fixed Rate Cumulative Perpetual Preferred Stock, Series C, par value \$1.00 per share and liquidation value \$1,000 per share (the “Series C Preferred Stock”) and also issued warrants (the “Warrants”) to the U.S. Treasury to acquire an additional 508,320 shares of the Company’s common stock at an exercise price of \$9.64 per share.

The Series C Preferred Stock qualifies as Tier 1 capital and will pay cumulative dividends at a rate of 5% per annum for the first five years, and 9% per annum thereafter. The Series C Preferred Stock may be redeemed by the Company at any time subject to consultation with the Federal Reserve. The Series C Preferred Stock is not subject to any contractual restrictions on transfer.

Pursuant to the terms of the Purchase Agreement, the ability of the Company to declare or pay dividends or distributions on, or purchase, redeem or otherwise acquire for consideration, shares of its Common Stock will be subject to restrictions, including a restriction against increasing dividends from the last quarterly cash dividend per share (\$0.14) declared on the Common Stock prior to October 28, 2008. The redemption, purchase or other acquisition of trust preferred securities of the Company or its affiliates also will be restricted. These restrictions will terminate on the earlier of (a) the third anniversary of the date of issuance of the Preferred Stock and (b) the date on which the Preferred Stock has been redeemed in whole or the U.S. Treasury has transferred all of the Preferred Stock to third parties.

The Purchase Agreement also subjects the Company to certain of the executive compensation limitations included in the Emergency Economic Stabilization Act of 2008 (the “EESA”). In this connection, as a condition to the closing of the transaction, the Company’s Senior Executive Officers (as defined in the Purchase Agreement) (the “Senior Executive Officers”), (i) voluntarily waived any claim against the U.S. Treasury or the Company for any changes to such officer’s compensation or benefits that are required to comply with the regulation issued by the U.S. Treasury under the TARP Capital Purchase Program and acknowledged that the regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements and policies and agreements as they relate to the period the U.S. Treasury owns the Preferred Stock of the Company; and (ii) entered into a letter with the Company amending the Benefit Plans with respect to such Senior Executive Officers as may be necessary, during the period that the Treasury owns the Preferred Stock of the Company, as necessary to comply with Section 111(b) of the EESA.

On August 10, 2009, the Company announced that it would defer scheduled dividend payments on the Series C, fixed rate cumulative, perpetual preferred stock. The Company is accruing the dividends in accordance to GAAP and the terms of the program at December 31, 2011 and 2010, the amounts accrued are \$4.6 million and \$2.7 million. The Company may, at its option, with regulatory concurrence, redeem the deferred securities at their liquidation preference plus accrued and unpaid dividends at any time.

Both the preferred securities and the warrant are accounted for as components of regulatory Tier 1 capital. Per accounting guidelines, the Company is accreting the discount for this instrument.



Note 9. Goodwill and Intangible Assets

Goodwill

Goodwill is tested annually for impairment using a two-step process that begins with an estimation of the fair value of a reporting unit, which for the Company is the Bank. The first step is a screen for potential impairment and the second step measures the amount of impairment, if any.

Based upon impairment testing in the fourth quarter of 2010, Centrue Bank indicated potential impairment and was subjected to the second step of goodwill impairment testing. As a result of applying the second step of the impairment test, all remaining goodwill associated with our banking operations was fully impaired, totaling \$15.9 million.

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Note 9. Goodwill and Intangible Assets (Continued)

The change in balance of goodwill during the year is as follows:

	December 31,	
	2011	2010
Beginning of year	\$ —	\$ 15,880
Goodwill impairment	—	(15,880 )
End of year	\$ —	\$ —

Acquired Intangible Assets

Acquired intangible assets were as follows as of year-end:

	2011		2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets:				
Core deposit intangibles	\$ 14,124	\$ 9,441	\$ 14,124	\$ 8,412
Missouri charter	581	—	581	—
Total	\$ 14,705	\$ 9,441	\$ 14,705	\$ 8,412

Aggregate amortization expense was \$1.0 million, \$1.3 million, and \$1.5 million for 2011, 2010, and 2009, respectively.

Estimated amortization expense for subsequent years is as follows:

2012	\$951
2013	951
2014	951
2015	951
2016	879
Thereafter	—

Note 10. Deposits

Deposit account balances by type are summarized as follows:

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	December 31,	
	2011	2010
Non-interest-bearing demand deposit	\$ 134,137	\$ 118,667
Savings, NOW, and money market accounts	300,095	304,619
Time deposits of \$100 or more	166,633	203,673
Other time deposits	247,773	304,146
	\$ 848,638	\$ 931,105

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Note 10. Deposits (Continued)

At December 31, 2011, the scheduled maturities of time deposits are as follows:

Year	Amount
2012	\$ 303,574
2013	63,681
2014	15,748
2015	29,821
2016	1,490
Thereafter	92
	\$ 414,406

Time certificates of deposit in denominations of \$100 or more mature as follows:

	December 31,	
	2011	2010
3 months or less	\$ 34,875	\$ 27,629
Over 3 months through 6 months	28,640	42,794
Over 6 months through 12 months	50,104	41,232
Over 12 months	53,014	92,018
	\$ 166,633	\$ 203,673

At December 31, 2011 and 2010, brokered deposits account for \$69.6 million and \$71.2 million, respectively, of the totals from the table above and their maturities are as follows:

	December 31,	
	2011	2010
3 months or less	\$ 8,453	\$ —
Over 3 months through 6 months	11,411	—
Over 6 months through 12 months	14,253	1,555
Over 12 months	35,516	69,610
	\$ 69,633	\$ 71,165

Deposits from principal officers, directors and their affiliates at year end 2011 and 2010 were \$1.4 million and \$1.6 million.

Note 11. Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase are financing arrangements that generally mature within 90 days. Repurchase agreements are secured by U.S. Treasury and U.S. Agency securities and, if required, are held in third party pledge accounts. At maturity, the securities underlying the agreements are returned to the Company. Securities sold under agreements to repurchase are secured by mortgage-backed securities with a carrying value of \$18.0 million

and \$16.2 million at year-end 2011 and 2010. The securities underlying the agreements remain in the respective asset accounts. As of December 31, 2011, the Company did not have amounts at risk under repurchase agreements with any individual counterparty or group of counterparties that exceeded 10% of stockholders' equity. Information concerning securities sold under agreements to repurchase is summarized as follows:

	2011		2010	
Average daily balance during the year	\$	18,189	\$	13,484
Average interest rate during the year		0.24	%	0.33
Maximum month-end balance during the year		21,364		16,188
Weighted average interest rate at year-end		0.25	%	0.25

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Note 12. Subordinated Debentures

The Company has two \$10.0 million trust preferred issuances that were issued in April 2004 and April 2007 in cumulative trust preferred securities through special-purpose trusts Centrue Statutory Trust II (Trust II) and Centrue Statutory Trust III (Trust III). The proceeds of the offerings were invested by the trusts in junior subordinated deferrable interest debentures of Trust II and Trust III totaling \$20.6 million. Trust II and Trust III are wholly-owned subsidiaries of the Company, and their sole assets are the junior subordinated deferrable interest debentures.

Distributions are cumulative and are payable quarterly at a variable rate of 2.65% over the LIBOR rate of 0.56% for Trust II and a 6.67% fixed rate for Trust III, respectively, (at a rate of 3.21% and 6.67% at December 31, 2011) per annum of the stated liquidation amount of \$1,000 per preferred security. The interest rate for the Trust III debentures is fixed for five years and then transitions to a variable rate that is 1.65% over the LIBOR rate. Interest expense on the trust preferred securities was \$1.1 million for each of the years ended December 31, 2011, 2010 and 2009. During the third quarter of 2009, the Company began deferring the interest payments on these instruments. All interest is accrued as of December 31, 2011. At December 31, 2011 and 2010, the amounts accrued are \$2.7 million and \$1.6 million. The obligations of the trust are fully and unconditionally guaranteed, on a subordinated basis, by the Company.

The trust preferred securities for the Trust II are redeemable upon the maturity of the debentures on April 22, 2034, or to the extent of any earlier redemption of any debentures by the Company, and are callable beginning April 22, 2009. The trust preferred securities for Trust III are redeemable upon the maturity of the debentures on April 19, 2037, or to the extent of any earlier redemption of any debentures by the Company, and are callable beginning April 19, 2012. Holders of the capital securities have no voting rights, are unsecured, and rank junior in priority of payment to all of the Company's indebtedness and senior to the Company's capital stock. For regulatory purposes, the trust preferred securities qualify as Tier 1 capital subject to certain provisions.

In accordance with accounting guidelines, the trusts are not consolidated with the Company's consolidated financial statements, but rather the subordinated debentures are shown as a liability and the Company's investment in the common stock for the trusts of \$0.6 million is included in other assets.

Note 13. Borrowed Funds and Debt Obligations

At December 31, 2011 and 2010, \$5.0 million and \$8.0 million of FHLB advances have various call provisions. The Company maintains a collateral pledge agreement covering secured advances whereby the Company had \$86.1 million collateral credited to the Company by the FHLB. This amount consists of pledged securities of \$48.9 million earning us a collateral credit of \$46.5 million. Additionally, the Company has pledged \$61.2 million of first mortgage loans on improved residential and mixed use farm property free of all other pledges, liens, and encumbrances (not more than 90 days delinquent). The FHLB credits the Company \$39.6 million for these. The Company has no variable rate advances at year-end 2011 and 2010. The advances are at fixed rates ranging from 2.15% to 4.61% at year-end 2011 and 2.15% to 4.90% at year-end 2010.

The scheduled maturities of advances from the FHLB at December 31, 2011 and 2010 are as follows:

	2011	2010
Average		Average

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Year	Interest		Amount	Interest		Amount
	Rate			Rate		
2011	—		\$ —	2.78	%	\$ 48,000
2012	2.15	%	3,000	2.15		3,000
2013	4.61		58	4.61		59
2014	3.00		15,000	3.00		15,000
2015	—		—	—		—
2016	4.37		5,000	4.37		5,000
Thereafter	—		—	—		—
	3.19	%	\$ 23,058	2.91	%	\$ 71,059

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Note 13. Borrowed Funds and Debt Obligations (Continued)

Notes payable consisted of the following at December 31, 2011 and 2010:

	2011	2010
Term note (\$250) from Cole Taylor; interest due quarterly at the 90-day LIBOR plus 2.95% with a floor of 6.50%. The balance is due at maturity of March 31, 2015; secured by 100% of the stock of Centrue Bank.	250	250
Subordinated debt note (\$10,000) from Cole Taylor; interest due quarterly at the 90-day LIBOR plus 2.95%. The balance is due at maturity of March 31, 2015; the debt is unsecured and intended to qualify as tier II capital for regulatory purposes.	10,000	10,000
A note to an individual related to a prior acquisition. The original amount was \$2,000. The note was entered into on October 23, 2002 and carries an imputed interest of 5.25%. The note matures on October 24, 2012.	190	373
	\$ 10,440	\$ 10,623

As of December 31, 2011, the Company has \$10.3 million outstanding per a loan agreement dated March 31, 2008. This original agreement was entered into with Bank of America and consisted of three credit facilities: a secured revolving line of credit, a secured term facility, and a subordinated debt. In February 2009, the loan agreement on the revolving line of credit was amended resulting in an aggregate principal amount of \$20.3 million. The first credit facility consisted of a \$10.0 million secured revolving line of credit which matured on June 30, 2009 and was not renewed by Bank of America. The second credit facility consists of a \$0.3 million secured term facility, which will mature in March 31, 2015. The third credit facility consists of \$10.0 million in subordinated debt, which also matures in March 31, 2015. On December 14, 2009, Bank of America transferred to Cole Taylor Bank all rights, title, interest in to and under the loan agreements dated March 31, 2008. Repayment of each of the remaining two credit facilities is interest only on a quarterly basis, with the principal amount of the loan due at maturity. The term credit facility is secured by a pledge of the stock of the Bank. The subordinated debt credit facility is unsecured and is intended to qualify as Tier II capital for regulatory purposes. The Company requires regulatory approval in order to make the quarterly interest payments under our debt agreements, refer to Note 18.

On March 7, 2011, the Company entered into an amendment with the lender, which modified the covenant relating to capitalization at the parent and bank level so that the Company returned to full compliance with the terms of its credit agreement as of December 31, 2010. The amendment contains customary covenants, including but not limited to, the Company and the Bank's maintenance of its status as adequately capitalized and the Bank's minimum loan loss reserves to total loans of 3.00%. As of December 31, 2011, the Company was in compliance with all covenants, with the exception of the tier 1 leverage ratio, and all payments remain current. A covenant waiver was received from the lender as of December 31, 2011; the loan covenants were revised effective quarter-end March 31, 2012 and each quarter thereafter to maintain the adequately capitalized levels for the Bank and remove the holding company capital requirements.



Additionally, the Company has a note outstanding to an individual with an imputed interest rate of 5.25% maturing October 24, 2012 from a prior acquisition. The balance as of December 31, 2011 and December 31, 2010 was \$0.2 million and \$0.4 million, respectively.

Information concerning borrowed funds is as follows:

	Years Ended December 31,		
	2011	2010	2009
<b>Federal Funds Purchased</b>			
Year-end balance	\$ —	\$ —	\$ —
Maximum month-end balance during the year	—	—	8,600
Average balance during the year	—	28	1,039
Weighted average interest rate for the year	N/A	0.82 %	0.71 %
Weighted average interest rate at year end	N/A	N/A	N/A

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Note 13. Borrowed Funds and Debt Obligations (Continued)

	Years Ended December 31,					
	2011		2010		2009	
Advances from the Federal Home Loan Bank						
Maximum month-end balance during the year	\$	58,059	\$	86,161	\$	140,283
Average balance during the year		50,355		77,031		87,547
Weighted average interest rate for the year		2.88 %		2.94 %		2.62 %
Weighted average interest rate at year end		3.19 %		2.91 %		2.72 %
Notes Payable						
Maximum month-end balance during the year	\$	10,623	\$	10,796	\$	19,826
Average balance during the year		10,543		10,722		11,740
Weighted average interest rate for the year		3.43 %		3.46 %		4.04 %
Weighted average interest rate at year end		3.50 %		2.87 %		3.38 %

Note 14. Income Taxes

Income tax expense (benefit) consisted of:

	Years Ended December 31,		
	2011	2010	2009
Federal			
Current	\$—	\$(2,507)	\$(3,839)
Deferred	(5,504)	(9,154)	(13,756)
	(5,504)	(11,661)	(17,595)
State			
Current	1	(46)	(1,052)
Deferred	(1,356)	(1,951)	(2,587)
	(1,355)	(1,997)	(3,639)
Change in valuation allowance	5,493	30,318	—
	\$(1,366)	\$16,660	\$(21,234)

The Company's income tax expense differed from the statutory federal rate of 34% as follows:

	Years Ended December 31,		
	2011	2010	2009
Expected income taxes	\$ (4,059)	\$ (16,709)	\$ (20,166)
Income tax effect of			
Change in valuation allowance	5,493	30,318	—
Interest earned on tax-free investments and loans	(291)	(415)	(513)
Nondeductible interest expense incurred to carry tax-free investments and loans	15	34	51
Nondeductible amortization	—	—	—
State income taxes, net of federal tax benefit	(623)	(1,318)	(2,402)

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Building donation	—	(91 )	(61 )
Earnings on Bank-owned life insurance	(333 )	(358 )	(338 )
Nondeductible goodwill impairment	—	5,399	2,225
Stock option expense	21	34	39
Nondeductible meals and health club dues	19	20	31
Intra-period tax allocation	(1,367 )	—	—
Impact of state rate change	(224 )	—	—
Other	(17 )	(254 )	(100 )
	\$ (1,366 )	\$ 16,660	\$ (21,234 )

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Note 14. Income Taxes (Continued)

The calculation for the income tax provision or benefit generally does not consider the tax effects of changes in other comprehensive income, or OCI, which is a component of shareholders' equity on the balance sheet. However, an exception is provided in certain circumstances, such as when there is a full valuation allowance against net deferred tax assets, there is a loss from continuing operations and income in other components of the financial statements. In such a case, pre-tax income from other categories, such as changes in OCI, must be considered in determining a tax benefit to be allocated to the loss from continuing operations. For 2011, this resulted in \$1,367 of income tax benefit allocated to continuing operations.

The significant components of deferred income tax assets and liabilities consisted of:

	December 31,	
	2011	2010
Deferred tax assets		
Allowance for loan losses	\$ 8,239	\$ 12,172
Other-than-temporary impairment on securities	8,095	7,865
Deferred compensation, other	123	163
Stock based expense	130	176
Net operating loss carryforwards	19,388	11,480
Securities available for sale	—	508
Deferred tax credits	695	693
OREO valuation allowance	3,020	1,989
Donation carryforward	353	340
Other	228	186
Total deferred tax assets	40,271	35,572
Deferred tax liabilities		
Depreciation	\$ (63 )	\$ (27 )
Adjustments arising from acquisitions	(1,467 )	(1,577 )
Mortgage servicing rights	(810 )	(937 )
Securities available-for-sale	(859 )	—
Federal Home Loan Bank dividend received in stock	(786 )	(783 )
Deferred loan fees & costs	(378 )	(414 )
Prepaid expenses	(359 )	(361 )
Total deferred tax liabilities	(4,722 )	(4,099 )
Valuation allowance	(35,549 )	(31,473 )
Net deferred tax assets	\$ —	\$ —

In accordance with current income tax accounting guidance, the Company assessed whether a valuation allowance should be established against their deferred tax assets (DTAs) based on consideration of all available evidence using a "more likely than not" standard. The most significant portions of the deductible temporary differences relate to (1) the allowance for loan losses and (2) fair value adjustments or impairment write-downs related to securities.

In assessing the need for a valuation allowance, both the positive and negative evidence about the realization of DTAs were evaluated. The ultimate realization of DTAs is based on the Company's ability to carryback net operating losses to prior tax periods, tax planning strategies that are prudent and feasible, the reversal of deductible temporary differences that can be offset by taxable temporary differences and future taxable income.

After evaluating all of the factors previously summarized and considering the weight of the positive evidence compared to the negative evidence, the Company has determined a full valuation adjustment was necessary as of December 31, 2010. A three year cumulative loss position and continued near-term losses represent negative evidence that cannot be overcome with future taxable income. A total of \$31.1 million in valuation adjustments was recorded during 2010. A total of \$30.3 million of the valuation was recorded in income tax expense and \$0.8 million was recorded in other comprehensive income. It was also determined a full valuation allowance was necessary as of December 31, 2011.

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Note 14. Income Taxes (Continued)

At December 31, 2011 and 2010, federal net operating loss carry forwards includes \$3.6 million related to the Illinois Community Bancorp Inc. acquisition. The federal NOL carry forward expires in 2020 thru 2024, and can be used at a rate of \$0.16 million per year based on Section 382 limitations. For any amounts that cannot be used, a valuation account is created. The valuation allowance of \$0.4 million was established since some of the NOL cannot be used before they expire. The rest of the federal NOL carry forward represents losses of \$24.4 and \$20.1 million generated in 2010 and 2011, respectively, which will begin to expire in 2030. At December 31, 2011, net operating loss carry forwards also includes \$11.1, \$25.5, and \$14.9 million in state of Illinois loss carry forwards generated in 2009, 2010, and 2011, respectively, that have a twelve year carry forward period. New tax laws in Illinois have deferred carry forwards for the years 2011 through 2013; therefore, they will begin to expire after 2024.

The Company does not have any material uncertain tax positions or unrecognized tax benefits for additional disclosure in the consolidated financial statements. The Company does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next twelve months.

The deferred tax credits represent \$0.7 million in Alternative Minimum Tax credit carry forwards generated in 2007 and 2008. These credits can be carried forward indefinitely. In addition, the donation carry forwards of \$0.4, \$0.5, and \$0.3 million generated in 2009, 2010, and 2011, respectively, will expire in five years if unused.

During 2011, an immaterial amount of interest and penalties were recorded in the income statement. In 2010 and 2009, the amounts were also immaterial. There were no amounts accrued for interest and penalties at December 31, 2011, 2010 and 2009.

Note 15. Benefit Plans

The Company has a 401(k) salary reduction plan (the 401(k) plan) covering substantially all employees. Eligible employees may elect to make tax deferred contributions up to annual IRS contribution limits subject to the results of plan testing. In 2011, no Company contributions were made to the plan. Contributions to the 401(k) plan for the years ended December 31, 2010 and 2009 are \$0.2 million and \$0.4 million.

The Company also entered into certain non-qualified deferred compensation agreements with members of the senior management team and other select individuals deemed to meet the criteria of "top hat" plan participants.

The Company may make discretionary matching contributions with a respect to a portion of the participant's deferral. Additionally, the Company continues its non-qualified deferred compensation plan for the directors. These agreements, which are subject to the rules of Internal Revenue Code Section 409A, relate to the voluntary deferral of compensation received. The accrued liability as of December 31, 2011 and 2010 was \$0.1 million. There was no Company match for the employee deferred compensation plan in 2011 and 2010 and \$0.1 million for 2009. During 2011, there were distributions of 15,036 shares for an executive that left the Company and took his deferred compensation balance in shares. During 2010, 5,229 shares were distributed for an executive that left the Company and took his deferred compensation balance in shares. A portion of the benefit is subject to forfeiture if the employee willfully leaves employment or employment is terminated for cause as defined in these agreements.

Note 16. Share Based Compensation

In April 2003, the Company adopted the 2003 Option Plan. Under the 2003 Option Plan, as amended on April 24, 2007, nonqualified options, incentive stock options, restricted stock and/or stock appreciation rights may be granted to employees and outside directors of the Company and its subsidiaries to purchase the Company's common stock at an exercise price to be determined by the executive and compensation committee. Pursuant to the 2003 Option Plan, 570,000 shares of the Company's unissued common stock have been reserved and are available for issuance upon the exercise of options and rights granted under the 2003 Option Plan. The options have an exercise period of seven to ten years from the date of grant. There are 66,000 shares available to grant under this plan.

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Note 16. Share Based Compensation (Continued)

The compensation cost that has been charged against income for the stock options portion of the Equity Incentive Plan was \$0.1 million, \$0.1 million and \$0.3 million for 2011, 2010 and 2009. The compensation cost that has been charged against income for the restricted stock portion of the 2003 Option Plan was (\$0.01) million for 2009. The negative amount for 2009 reflects the adjustment of previously recognized expense due to the forfeiture of the remainder of the restricted stock.

The fair value of each option award is estimated on the date of grant using a closed form option valuation (Black-Scholes) model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatilities of the Company's common stock. The Company uses historical data to estimate option exercise and post-vesting termination behavior. (Employee and management options are tracked separately.) The expected term of options granted is based on historical data and represents the period of time that options granted are expected to be outstanding, which takes into account that the options are not transferable. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of the grant. The fair value of options granted was determined using the following weighted-average assumptions as of grant date:

There were no options granted in 2011 and 2010. During 2009, options were granted on January 9, March 25, April 22, and May 15.

	2011	2010	2009	
Fair value	N/A	N/A	\$ 1.79 - 3.70	
Risk-free interest rate	N/A	N/A	1.53 - 2.01	%
Expected option life (years)	N/A	N/A	6	
Expected stock price volatility	N/A	N/A	68.84- 116.39	%
Dividend yield	N/A	N/A	5.71 - 7.31	%

A status summary of the option plan for 2011 is presented below:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at beginning of year	525,969	\$ 16.68		
Granted	—	—		
Exercised	—	—		
Forfeited	(197,531 )	17.52		
Outstanding at end of year	328,438	\$ 16.17	2.9 years	\$ —
Vested or expected to vest	326,454	16.19	2.8 years	\$ —



Exercisable at year end	284,338	\$	16.67	2.8 years \$ —

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

Note 16. Share Based Compensation (Continued)

Options outstanding at year-end 2011 were as follows:

Range of Exercise Prices	Outstanding Number	Weighted Average Remaining Contractual Life	Exercisable Number	Weighted Average Exercise Price
\$ 5.24 – \$13.00	75,500	4.2 years	49,400	\$ 6.89
\$13.88 - \$18.63	124,838	2.0 years	110,438	16.43
\$19.03 - \$23.31	128,100	3.0 years	124,500	20.77
	328,438	2.9 years	284,338	\$ 16.67

Information related to the stock option plan during each year follows:

	2011	2010	2009
Intrinsic value of options exercised	\$ —	\$ —	\$ —
Cash received from option exercises	—	—	—
Tax benefit realized from option exercises	—	—	—
Weighted average of fair value of options granted	—	—	2.41

As of December 31, 2011, there was \$0.1 million total unrecognized compensation cost related to non-vested stock options granted under the 2003 Option Plan. This cost is expected to be recognized over a weighted-average period of 0.83 years.

Note 17. Earnings Per Share

A reconciliation of the numerators and denominators for earnings per common share computations for the years ended December 31 is presented below (shares in thousands). The Convertible Preferred Stock is anti-dilutive for all years presented and has not been included in the diluted earnings per share calculation. In addition, options to purchase 464,038 shares, 525,969 shares and 690,769 shares of common stock and 508,320 warrants, 508,320 warrants and 508,320 warrants were outstanding for 2011, 2010 and 2009, respectively, but were not included in the computation of diluted earnings per share because the exercise price was greater than the average market price and, therefore, were anti-dilutive.

	2011	2010	2009
Basic earnings (loss) per share			
Net income (loss) for common shareholders	\$(12,584 )	\$(67,727 )	\$(39,889 )

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Weighted average common shares outstanding	6,051	6,045	6,036
Basic earnings (loss) per common share	\$(2.08 )	\$(11.20 )	\$(6.61 )
Diluted earnings (loss) per share			
Weighted average common shares outstanding	6,051	6,045	6,036
Add dilutive effect of assumed exercised stock options	—	—	—
Add dilutive effect of assumed exercised common stock warrants	—	—	—
Weighted average common and dilutive potential shares outstanding	6,051	6,045	6,036
Diluted earnings (loss) per common share	\$(2.08 )	\$(11.20 )	\$(6.61 )

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Note 18. Regulatory Matters

The Company and the Bank (“Regulated Companies”) are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by these regulators that, if undertaken, could have a direct material effect on the Company’s Consolidated Financial Statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Regulated Companies must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. Their capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Regulated Companies to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets, and of Tier 1 Capital to average assets. Tier 1 Capital includes common stockholders’ equity, qualifying preferred stock and Trust Preferred securities, less goodwill and certain other deductions (including the unrealized net gains and losses, after applicable taxes, on available-for-sale securities carried at fair value). Total Capital includes Tier 1 Capital plus preferred stock not qualifying as Tier 1 Capital, mandatory convertible debt, subordinated debt and the allowance for loan and lease losses, subject to limitations by the guidelines.

As the following table indicates, as of December 31, 2011 and 2010, the Company was above adequately-capitalized minimums for regulatory capital purposes except for 2011 the Tier 1 leverage ratio, which was 3.7%.

For the Bank, there are five levels of capital defined by the regulations: “well-capitalized”, “adequately capitalized”, “undercapitalized”, “significantly undercapitalized” and “critically undercapitalized”. At December 31, 2011, the Bank was considered “well capitalized” and at December 31, 2010, the Bank was considered “adequately capitalized”. The Bank, like many financial institutions, has historically maintained capital at or above the well-capitalized threshold. In addition, like many financial institutions during the past three years, the Bank has experienced steady declines in its capital levels as credit losses have risen.

	Actual		To Be Adequately Capitalized		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2011						
Total capital (to risk-weighted assets)						
Centrue Financial	\$ 61,151	9.0 %	\$ 54,184	8.0 %	N/A	N/A
Centrue Bank	68,637	10.3	53,409	8.0	66,762	10.0
Tier I capital (to risk-weighted						

assets)

Centrue Financial	\$	37,194	5.5	27,092	4.0	N/A	N/A
Centrue Bank		60,133	9.0	26,705	4.0	40,057	6.0

Tier I leverage ratio

(to average assets)

Centrue Financial	\$	37,194	3.7	39,768	4.0	N/A	N/A
Centrue Bank		60,133	6.1	39,681	4.0	49,602	5.0

As of December 31,  
2010Total capital (to  
risk-weighted  
assets)

Centrue Financial	\$	76,459	9.4	% \$ 65,422	8.0	%	N/A	N/A
Centrue Bank		78,171	9.7	64,535	8.0	80,669	10.0	

Tier I capital (to  
risk-weighted  
assets)

Centrue Financial	\$	57,974	7.1	32,711	4.0	N/A	N/A
Centrue Bank		67,823	8.4	32,268	4.0	48,402	6.0

Tier I leverage ratio

(to average assets)

Centrue Financial	\$	57,974	5.1	45,683	4.0	N/A	N/A
Centrue Bank		67,823	6.0	45,544	4.0	56,931	5.0

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

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Note 18. Regulatory Matters (Continued)

On December 18, 2009, the Bank entered into an Agreement with the Federal Reserve Bank of Chicago (“FRB”) and the Illinois Department of Financial & Professional Regulation (“IDFPR”). The Agreement describes commitments made by the Bank to address and strengthen banking practices relating to credit risk management practices; improving loan underwriting and loan administration; improving asset quality by enhancing the Bank’s position on problem loans through repayment, additional collateral or other means; reviewing and revising as necessary the Bank’s allowance for loan and lease losses policy; maintaining sufficient capital at the Bank, implementing an earnings plan and comprehensive budget to improve and sustain the Bank’s earnings; and improving the Bank’s liquidity position and funds management practices. The Bank has implemented enhancements to its processes to address the matters identified by the FRB and the IDFPR. The Company is in compliance with all the requirements specified in the agreement except for the Capital Plan. Management continues to develop and execute on the capital plan. In the meantime, the Agreement results in the Bank’s ineligibility for certain actions and expedited approvals without the prior written consent and approval of the FRB and the IDFPR. These actions include, among other things, the payment of dividends by the Bank to the Company, the Company cannot pay dividends on its common or preferred shares, payments of interest or principal on subordinated debentures, note payable to Cole Taylor, and Trust Preferred securities, the Company may not increase its debt level and the Company cannot redeem or purchase any shares of its stock.

The Company has incurred net losses of \$10.6 million, \$65.8 million and \$38.1 million during 2011, 2010 and 2009 due to the downturn in the economy. Some of the factors contributing to the losses include, reduced net interest income, loan losses, security OTTI, establishing a deferred tax valuation allowance, and goodwill impairment. The Company is subject to ongoing monitoring by its regulatory agencies and requires regulatory approval in order to make the quarterly interest payments to Cole Taylor under our debt agreements. Management has sufficient cash at the parent Company and believes regulatory approval will be obtained for the remaining interest payments due in 2012. Should the Company and/or its bank subsidiary capital levels fall below “adequately capitalized”, regulatory actions may be taken including requiring us to have higher capital requirements than those required by Prompt Corrective Action regulations. During the period the Company had its Tier 1 leverage ratio fall to 3.7% which is below the “adequately-capitalized” threshold for that ratio. The Bank was “well-capitalized” at the end of this period. Management is not aware of any further regulatory actions at this time.

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Note 19. Commitments, Contingencies, and Credit Risk

In the normal course of business, the Company enters into a variety of financial instruments with off-balance sheet risk to meet the financing needs of its customers, to reduce its exposure to fluctuations in interest rates, and to conduct lending activities. These instruments principally include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the Consolidated Balance Sheets. Financial instruments whose contract amounts represent credit risk are as follows:

	Standby Letters of Credit	Variable Rate Commitments	Fixed Rate Commitments	Total Commitments	Range of Rates On Fixed Rate Commitments
Commitments					
December 31, 2011	\$ 2,276	\$ 83,336	\$ 24,231	\$ 109,843	3.22% - 18.00 %
December 31, 2010	\$ 3,453	\$ 96,528	\$ 22,700	\$ 122,681	3.21% - 18.00 %

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. For commitments to extend credit, the Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable; inventory; property, plant, and equipment; and income producing commercial properties.

In the event of a customer's nonperformance, the Company's credit loss exposure is equal to the contractual amount of those commitments. The credit risk is essentially the same as that involved in extending loans to customers and is subject to normal credit policies. The Company uses the same credit policies in making credit commitments as it does for on-balance sheet instruments, with such exposure to credit loss minimized due to various collateral requirements in place.

Unsecured standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loan commitments to customers.

The Company leases certain branch properties under operating leases. Rent expense was \$0.3 million each year for 2011, 2010 and 2009. Rent commitments, before considering renewal options that generally are present, were as follows:

2012	\$245
2013	252
2014	252
2015	252

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2016	252
Thereafter	252
Total	\$1,505

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Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

Note 20. Condensed Financial Information - Parent Company Only

The following represents the condensed financial statements of Centrue Financial Corporation, the Parent Company.

Balance Sheets (Parent Company Only)

ASSETS	December 31,	
	2011	2010
Cash and cash equivalents	\$ 1,985	\$ 3,035
Securities available for sale	1,803	1,815
Investment in subsidiary	67,848	74,429
Other assets	187	149
	\$ 71,823	\$ 79,428

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES	December 31,	
	2011	2010
Notes payable	\$ 10,440	\$ 10,623
Mandatory redeemable preferred stock	268	268
Subordinated debentures	20,620	20,620
Other liabilities	7,926	4,996
	39,254	36,507
Stockholders' equity	32,569	42,921
	\$ 71,823	\$ 79,428

Income (Loss) Statements (Parent Company Only)

	Years Ended December 31,		
	2011	2010	2009
Dividends from subsidiary	\$ —	\$ —	\$ 2,500
Interest income	97	96	135
Other income	3	3	3
Interest expense	1,484	1,437	1,563
Other expense	559	440	886
Income tax expense (benefit)	(123 )	565	(843 )
Equity in undistributed earnings (loss) of subsidiary	(8,752 )	(63,460 )	(39,111 )
Net income (loss)	(10,572 )	(65,803 )	(38,079 )
Preferred stock dividends	2,012	1,924	1,810

Net income (loss) for common stockholders	\$ (12,584 )	\$ (67,727 )	\$ (39,889 )
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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

Note 20. Condensed Financial Information - Parent Company Only (Continued)

Statements of Cash Flows (Parent Company Only)

	Years Ended December 31,		
	2011	2010	2009
<b>Cash flows from operating activities</b>			
Net income (loss)	\$(10,572 )	\$(65,803 )	\$(38,079 )
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Undistributed loss (earnings) of subsidiary	8,752	63,460	39,111
Decrease (increase) in other assets	(38 )	873	(2,662 )
Increase (decrease) in other liabilities	921	938	1,076
Net cash provided by (used in) operating activities	(937 )	(532 )	(554 )
<b>Cash flows from investing activities</b>			
Capital infusion to subsidiary	—	—	(18,500 )
Net cash provided by (used in) investing activities	—	—	(18,500 )
<b>Cash flows from financing activities</b>			
Net increase (decrease) in notes payable	\$(183 )	\$(173 )	\$(9,030 )
Dividend paid on common stock	—	—	(482 )
Dividend paid on preferred stock	—	—	(1,810 )
Stock option expense	70	111	346
Purchase of preferred stock	—	—	32,668
Net cash provided by (used in) financing activities	(113 )	(62 )	21,692
Net increase (decrease) in cash and cash equivalents	(1,050 )	(594 )	2,638
<b>Cash and cash equivalents</b>			
Beginning of year	3,035	3,629	991
End of year	\$1,985	\$3,035	\$3,629

Note 21. Other Comprehensive Income

The following other comprehensive income schedule represents the total of reported net income and all other revenues, expenses, gains, and losses that bypass reported net income under GAAP.

	Years Ended December 31,		
	2011	2010	2009
Change in unrealized gains (losses) on securities available-for-sale	\$4,184	\$(4,348 )	\$(5,780 )
Other than temporary impairment on securities	499	5,021	12,606
Reclassification adjustment for losses (gains) recognized in income	(1,157 )	(2,701 )	(251 )
Net unrealized gains (losses)	3,526	(2,028 )	6,575
Tax expense	1,368	—	2,546
Other comprehensive income (loss)	\$2,158	\$(2,028 )	\$4,029

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

Note 22. Segment Information

The Company's segment information provided below focuses on its three primary lines of business (Segment(s)): Retail Banking, Commercial Banking and Treasury. The financial information presented was derived from the Company's internal profitability reporting system that is used by management to monitor and manage the financial performance of the Company. This information is based on internal management accounting policies which have been developed to reflect the underlying economics of the Segments and, to the extent practicable, to portray each Segment as if it operated on a stand-alone basis. Thus, each Segment, in addition to its direct revenues, expenses, assets and liabilities, includes an allocation of shared support function expenses and corporate overhead. All Segments also include funds transfer adjustments to appropriately reflect the cost of funds on loans made, funding credits on deposits generated, and the cost of maintaining adequate liquidity. Apart from these adjustments, the accounting policies used are similar to those described in Note 1.

Since there are no comprehensive standards for management accounting that are equivalent to accounting principles generally accepted in the United States of America, the information presented may not necessarily be comparable with similar information from other financial institutions. In addition, methodologies used to measure, assign, and allocate certain items may change from time-to-time to reflect, among other things, accounting estimate refinements, changes in risk profiles, changes in customers or product lines, and changes in management structure.

The Retail Banking Segment provides retail banking services including direct and indirect lending, checking, savings, money market and certificate of deposit (CD) accounts, safe deposit rental, automated teller machines and other traditional and electronic commerce retail banking services to individual customers through the Bank's branch locations. The Retail Banking Segment also provides a variety of mortgage lending products to meet customer needs. The majority of the mortgage loans it originates are sold to a third party mortgage services company, which provides private label loan processing and servicing support for both loans sold and loans retained by the Bank.

The Commercial Banking Segment provides commercial banking services including lending, business checking and deposits, treasury management and other traditional as well as electronic commerce commercial banking services to middle market and small business customers through the Bank's branch locations.

The Treasury segment is responsible for managing the investment portfolio, acquiring wholesale funding for loan activity and assisting in the management of the Company's liquidity and interest rate risk.

	Retail Segment	Commercial Segment	Treasury Segment	Other Operations	Total Company
2011					
Net interest income (loss)	\$7,868	\$22,541	\$(2,009 )	\$(464 )	\$27,936
Other revenue	9,180	1,007	658	1,090	11,935
Other expense	10,851	9,225	179	17,309	37,564
Noncash items					
Depreciation	1,057	1	—	783	1,841
Provision for loan losses	1,187	10,188	—	—	11,375
Other intangibles	1,029	—	—	—	1,029
Net allocations	5,568	10,548	1,350	(17,466 )	—

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Income tax expense (benefit)	108	(1,414 )	(60 )	—	(1,366 )
Segment profit (loss)	(2,752 )	(5,000 )	(2,820 )	—	(10,572 )
Goodwill	—	—	—	—	—
Segment assets	165,914	470,095	250,648	81,327	967,984

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Centrue Financial Corporation  
Part II: Notes To Consolidated Financial Statements  
(Table Amounts In Thousands, Except Share Data)

## Note 22. Segment Information (Continued)

	Retail Segment	Commercial Segment	Treasury Segment	Other Operations	Total Company
<b>2010</b>					
Net interest income (loss)	\$5,150	\$25,331	\$2,123	\$(2,076 )	\$30,528
Other revenue	10,207	1,659	(2,320 )	1,272	10,818
Other expense	11,238	6,694	208	34,046	52,186
Noncash items					
Depreciation	1,466	7	—	972	2,445
Provision for loan losses	866	33,734	—	—	34,600
Other intangibles	1,258	—	—	—	1,258
Net allocations	11,587	20,427	3,808	(35,822 )	—
Income tax expense (benefit)	2,280	13,368	1,012	—	16,660
Segment profit (loss)	(13,338 )	(47,240 )	(5,225 )	—	(65,803 )
Goodwill	—	—	—	—	—
Segment assets	191,422	576,189	217,977	119,574	1,105,162
	Retail Segment	Commercial Segment	Treasury Segment	Other Operations	Total Company
<b>2009</b>					
Net interest income (loss)	\$9,080	\$27,972	\$5,421	\$(3,790 )	\$38,683
Other revenue	10,073	1,138	(12,355 )	1,855	711
Other expense	11,712	3,859	226	26,724	42,521
Noncash items					
Depreciation	1,475	7	—	1,118	2,600
Provision for loan losses	615	51,434	—	—	52,049
Other intangibles	1,537	—	—	—	1,537
Net allocations	11,990	14,755	3,031	(29,776 )	—
Income tax expense	(2,729 )	(15,632 )	(2,873 )	—	(21,234 )
Segment profit (loss)	(5,448 )	(25,313 )	(7,318 )	—	(38,079 )
Goodwill	7,784	8,096	—	—	15,880
Segment assets	223,418	693,121	277,422	118,723	1,312,684

## Note 23. Quarterly Results of Operations (Unaudited)

	Year Ended December 31, 2011				Year Ended December 31, 2010			
	Three Months Ended				Three Months Ended			
	Dec. 31	Sep. 30 4	Jun. 30 1	Mar. 31	Dec. 31 3	Sep. 30 2	Jun. 30 1	Mar. 31
Total interest income	\$8,957	\$9,542	\$10,138	\$10,524	\$11,368	\$11,508	\$12,682	\$13,286
Total interest expense	2,339	2,665	2,947	3,274	3,636	4,369	4,995	5,316
Net interest income	6,618	6,877	7,191	7,250	7,732	7,139	7,687	7,970

Provision for loan losses	1,475	2,400	3,250	4,250	10,450	7,250	7,550	9,350
Noninterest income	4,561	2,566	2,684	2,124	3,263	3,427	2,806	1,322
Noninterest expense	9,660	12,397	9,577	8,800	26,514	9,279	9,610	10,486
Income (loss) before income taxes	44	(5,354 )	(2,952 )	(3,676 )	(25,969 )	(5,963 )	(6,667 )	(10,544 )
Income tax expense (benefit)	(14 )	(606 )	(528 )	(218 )	13,246	10,440	(2,742 )	(4,284 )
Net income (loss)	58	(4,748 )	(2,424 )	(3,458 )	(39,215 )	(16,403 )	(3,925 )	(6,260 )
Preferred stock dividend	512	505	501	494	489	484	478	473
Net income (loss) for common stockholders	\$(454 )	\$(5,253 )	\$(2,925 )	\$(3,952 )	\$(39,704 )	\$(16,887 )	\$(4,403 )	\$(6,733 )
Basic earnings (loss) per share	\$(0.08 )	\$(0.87 )	\$(0.48 )	\$(0.65 )	\$(6.56 )	\$(2.79 )	\$(0.73 )	\$(1.11 )
Diluted earnings (loss) per share	\$(0.08 )	\$(0.87 )	\$(0.48 )	\$(0.65 )	\$(6.56 )	\$(2.79 )	\$(0.73 )	\$(1.11 )

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- (1) Quarterly results impacted by OTTI impairment on CDO securities.
  - (2) Quarterly results impacted by higher provision levels, OTTI impairment on CDO securities and deferred tax valuation adjustments.
  - (3) Quarterly results impacted by OTTI impairment on CDO securities, goodwill impairment and deferred tax valuation adjustments
  - (4) Quarterly results impacted by valuation adjustment on OREO



Centrue Financial Corporation

Part II

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

**Disclosure Controls and Procedures.** An evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Act”)) was carried out as of December 31, 2011, under the supervision and with the participation of our Chief Executive Officer, Chief Financial Officer and several other members of our senior management. Our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2011, our disclosure controls and procedures were effective in ensuring that the information we are required to disclose in the reports we file or submit under the Act is (i) accumulated and communicated to our management (including the Chief Executive Officer and Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.

**Internal Control Over Financial Reporting.** Management of Centrue Financial Corporation (“the Company”) is responsible for establishing and maintaining an effective system of internal control over financial reporting. The Company’s system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. There are inherent limitations in the effectiveness of any system of internal control over financial reporting, including the possibility of human error and circumvention or overriding of controls. Accordingly, even an effective system of internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the Company’s systems of internal control over financial reporting as of December 31, 2011. This assessment was based on criteria for effective internal control over financial reporting described in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management believes that, as of December 31, 2011, the Company maintained effective internal control over financial reporting based on those criteria.

The Company’s independent registered public accounting firm that audited the financial statements that included in this annual report on Form 10-K, has issued an audit report on the Company’s internal control over financial reporting. The audit report of Crowe Horwath LLP appears on page 51.

**Changes in Internal Control Over Financial Reporting.** During the quarter ended December 31, 2011, no change occurred in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

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Centrue Financial Corporation  
Part III

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Item 10. Directors, Executive Officers and Corporate Governance

The information beginning on page 2 of the Company's 2012 Proxy Statement under the caption "Election of Directors", on page 11 of the 2012 Proxy Statement under the caption "Section 16(a) Beneficial Ownership Compliance," on page 23 under the caption "Audit Committee Financial Expert" and on page 7 under the caption "Code of Ethics" is incorporated herein by reference. The Company's executive officers are identified under the caption "Executive Officers" contained in Part I of this report.

The Audit Committee of the Company's board of directors is an "audit committee" for purposes of section 3(a)(58)(A) of the Securities Exchange Act of 1934. The members of the Audit Committee are Messrs. Mark L. Smith, Chair, Randall E. Ganim and Scott C. Sullivan.

Item 11. Executive Compensation

The information beginning on page 8 under the caption "Compensation of Directors" and pages 12 through 21 of the 2012 Proxy Statement under the caption "Executive Compensation Summary," are incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information on pages 10 and 11 of the 2012 Proxy Statement under the caption "Security Ownership of Certain Beneficial Owners and Management" is incorporated herein by reference.

The following table summarizes information about our equity compensations plans by type as of December 31, 2011.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column (a)) (c)
Equity compensation plans approved by stockholders (1)	328,438	\$ 16.1659	66,000
Total	328,438	\$ 16.1659	66,000

(1) Includes shares issuable under the 1993 Stock Option Plan and shares issuable under the 2003 Stock Option Plan. The 1993 Stock Option Plan terminated April 12, 2003; therefore, no further stock options will be issued under this Plan. Also includes shares issuable under the pre-merger Centrue Equity Compensation plans. These plans were terminated as a result of the merger; therefore, no further stock options will be issued under these plans.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information on page 21 of the 2012 Proxy Statement under the caption “Transactions with Management” and on page 2 under the caption “Election of Directors” is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information on page 21 of the 2012 Proxy Statement under the caption “Accountant Fees” is incorporated herein by reference.

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Centrue Financial Corporation  
Part IV

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Item 15. Exhibits and Financial Statement Schedules

(a)(1) Index to Financial Statements

The index to Financial Statements is contained in Item 8, appearing on page 50 of this Form 10-K.

(a)(2) Financial Statement Schedules

All schedules are omitted because they are not required or applicable, or the required information is shown in the Consolidated Financial Statements or the notes thereto.

(a)(3) Schedule of Exhibits

The Exhibit Index which immediately follows the signature pages to this Form 10-K is incorporated herein by reference.

(b) Exhibits

The exhibits required to be filed with this Form 10-K are included with this Form 10-K and are located immediately following the Exhibit Index to this Form 10-K.

(c) Financial Statement Schedules

The response to this portion of Item 15 is submitted as a separate section of this report.

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SIGNATURES

Pursuant to the requirements of Section 13 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 on March 15, 2012.

CENTRUE FINANCIAL CORPORATION

By: /s/ Kurt R. Stevenson  
Kurt R. Stevenson  
President and Principal Executive  
Officer

By: /s/ Daniel R. Kadolph  
Daniel R. Kadolph  
Executive Vice President and Principal  
Financial and Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 15, 2012

/s/ Walter E. Breipohl  
Walter E. Breipohl  
Director

/s/ John A. Shinkle  
John A. Shinkle  
Director

/s/ Randall E. Ganim  
Randall E. Ganim  
Director

/s/ Mark L. Smith  
Mark L. Smith  
Director

/s/ Dennis J. McDonnell  
Dennis J. McDonnell  
Director

/s/ Kurt R. Stevenson  
Kurt R. Stevenson  
Director

/s/ Richard C. Peterson  
Richard C. Peterson  
Director

/s/ Scott C. Sullivan  
Scott C. Sullivan  
Director

Centrue Financial Corporation

Exhibit Index  
To  
Annual Report On Form 10-K

Exhibits

- 3.1(1) Restated Certificate of Incorporation of the Company [incorporated by reference from Exhibit 3.1 to Current Report on Form 8-K filed on November 17, 2006].
- 3.1 (2) Certificate of Amendment to Amended and Restated Certificate of Incorporation [incorporated by reference from Exhibit 3.1 to Current Report on Form 8-K filed on January 14, 2009].
- 3.2 Bylaws of the Company [incorporated by reference from Exhibit 3.1(ii) to Current Report on Form 8-K filed on November 8, 2010].
- 4.1 Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock of the Company [incorporated by reference from Exhibit 3.1 to Current Report on Form 8-K filed on November 17, 2006].
- 4.2 Certificate of Designation, Preferences and Rights of Series B Preferred Stock of the Company [incorporated by reference from Exhibit 3.1 to Current Report on Form 8-K filed on November 17, 2006].
- 4.3 Certificate of Designation, Preferences and Rights of Series C Preferred Stock of the Company [incorporated by reference from Exhibit 3.2 to Current Report on Form 8-K filed on January 14, 2009].
- 4.4 Specimen Common Stock Certificate [incorporated by reference from Exhibit 4.3 to Annual Report on Form 10-K for the year ended December 31, 2006].
- 4.5 Warrant for 508,320 shares of Common Stock issued to U. S. Treasury [incorporated by reference from Exhibit 4.1 to Current Report on Form 8-K filed on January 14, 2009].
- 10.1 Registration Agreement dated August 6, 1996, between the Company and each of Wayne W. Whalen and Dennis J. McDonnell [incorporated by reference from Exhibit 10.10 to the Registration Statement on Form S-1 filed by the Company on August 19, 1996 (File No. 33-9891)].
- 10.2 Loan Agreement between the Company and Cole Taylor Bank as assignee of Bank of America dated March 31, 2008 [incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed on April 3, 2008].
- 10.2.i Amendment to Loan Agreement between the Company and Cole Taylor Bank as assignee of Bank of America dated December 19, 2008 [incorporated by reference from Exhibit 10.2.i to Annual Report on Form 10-K for the year ended December 31, 2010].
- 10.2.ii Second Amendment to Loan Agreement between the Company and Cole Taylor Bank as assignee of Bank of America dated February 23, 2009 [incorporated by reference from Exhibit 10.2.i to Annual Report on Form 10-K for the year ended December 31, 2010].

- 10.2.iii Third Amendment to Loan Agreement between the Company and Cole Taylor Bank as assignee of Bank of America dated March 31, 2009 [incorporated by reference from Exhibit 10.2.i to Annual Report on Form 10-K for the year ended December 31, 2010].
  - 10.2.iv Fourth Amendment to Loan Agreement between the Company and Cole Taylor Bank as assignee of Bank of America dated June 16, 2010 [incorporated by reference from Exhibit 10.2.i to Annual Report on Form 10-K for the year ended December 31, 2010].
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- 10.2.v Fifth Amendment to Loan Agreement between the Company and Cole Taylor Bank as assignee of Bank of America dated November 16, 2010 [incorporated by reference from Exhibit 10.2.i to Annual Report on Form 10-K for the year ended December 31, 2010].
- 10.3 Centrue Financial Corporation 1999 Nonqualified Stock Option Plan [incorporated by reference from Exhibit 10.1 to the registration statement on Form S-8 filed by the Company on December 10, 1999 (File No. 333-92549)].
- 10.4 Centrue Financial Corporation Amended and Restated 2003 Stock Option Plan [incorporated by reference from Centrue's 2007 Proxy Statement].
- 10.5 Form of Stock Option Agreements [incorporated by reference from Exhibit 10.2 and 10.3 to Form 10-Q for the Quarter Ended March 31, 2007]
- 10.6 Thomas A. Daiber Employment Agreement [incorporated by reference from Current Report on Form 8-K filed on July 7, 2006 (appears as Exhibit F-1 to Exhibit 2.1)].
- 10.7 Kurt R. Stevenson Employment Agreement [incorporated by reference from Current Report on Form 8-K filed on July 7, 2006 (appears as Exhibit F-3 to Exhibit 2.1)]
- 10.8 Amendment to Kurt R. Stevenson Employment Agreement [incorporated by reference from Exhibit 2.2 to Current Report on Form 8-K filed on November 17, 2006].
- 10.9 Roger D. Dotson Employment Agreement [incorporated by reference from Exhibit 10.11 to Annual Report on Form 10-K for the year ended December 31, 2007].
- 10.13 Ricky R. Parks Employment Agreement [incorporated by reference from Exhibit 10.17 to Annual Report on Form 10-K for the year ended December 31, 2007].
- 10.14 Everett J. Solon Employment Agreement [incorporated by reference from Exhibit 10.18 to Annual Report on Form 10-K for the year ended December 31, 2007].
- 10.15 Non-employee Directors' Deferred Compensation Plan [incorporated by reference from Exhibit 10.19 to Annual Report on Form 10-K for the year ended December 31, 2008].
- 10.16 Kankakee Bancorp, Inc. 1992 Stock Option Plan [incorporated by reference from Schedule 14A for the 1993 Annual Meeting of Stockholders of former Centrue Financial Corporation (Filer No. 001-15025)].
- 10.17 Kankakee Bancorp, Inc. 2003 Director Short Term Incentive Plan [incorporated by reference from Exhibit 10.1 to Form S-8 (Registration No. 333-104913) of former Centrue Financial Corporation (Filer No. 001-15025) filed on May 1, 2003].
- 10.18 Kankakee Bancorp, Inc. 2003 Stock Incentive Plan [incorporated by reference from Appendix B to Schedule 14A filed on March 14, 2003 of former Centrue Financial Corporation (Filer No. 001-15025)].
- 10.19 Indenture dated April 22, 2004 between the Company and U.S. Bank, N.A. [incorporated by reference from Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2004 of former Centrue Financial Corporation (Filer No. 001-150250)].

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- 10.20 Indenture dated April 19, 2007 between the Company and Wilmington Trust Company [incorporated by reference from Exhibit 10.24 to annual report on Form 10-K for the year ended December 31, 2008].
- 10.21 Executive Deferred Compensation Plan [incorporated by reference from Exhibit 10.25 to annual report on Form 10-K for the year ended December 31, 2008].
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- 10.22 Amendment #1 to Thomas A. Daiber Employment Agreement [incorporated by reference from Exhibit 10.1 to Current Report on 8-K filed on January 5, 2009].
  - 10.23 Amendment #1 to Kurt R. Stevenson Employment Agreement [incorporated by reference from Exhibit 10.2 to Current Report on 8-K filed on January 5, 2009].
  - 10.27 2008 Amendment to Employment Agreement (Roger D. Dotson) [incorporated by reference from Exhibit 10.8 to Current Report on 8-K filed on January 5, 2009].
  - 10.28 2008 Amendment to Employment Agreement (Everett J. Solon) [incorporated by reference from Exhibit 10.9 to Current Report on 8-K filed on January 5, 2009].
  - 10.29 2008 Amendment to Employment Agreement (Ricky R. Parks) [incorporated by reference from Exhibit 10.10 to Current Report on 8-K filed on January 5, 2009].
  - 10.30 Written agreement with the Federal Reserve Bank of Chicago and the Illinois Department of Financial and Professional regulation [incorporated by reference from Exhibit 10.1 to current report on Form 8-K filed on December 24, 2009].
  - 10.31 Letter Agreement dated January 9, 2009 including the Securities Purchase Agreement – Standard Terms incorporated by reference therein between the Company and the U.S. Treasury [incorporated by reference from Form 8-K filed on January 1, 2009].
  - 10.32 Form of Waiver of Senior Executive Officers [incorporated by reference from Form 8-K filed on January 14, 2009].
  - 10.33 Form of Omnibus Amendment Agreement [incorporated by reference from Form 8-K filed on January 14, 2009].
  - 10.34 2010 Amendment to Employment Agreement (Everett J. Solon) [incorporated by reference from Form 8-K filed on January 28, 2010].
  - 14.1 Code of Ethics [incorporated by reference from Annual Report on Form 10-K for the year ended December 31, 2009].
  - 21.1 Subsidiaries of Centrue Financial Corporation.
  - 23.1 Consent of Independent Registered Public Accounting Firm.
  - 31.1. Certification of Kurt R. Stevenson, the Company’s Principal Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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- 31.2 Certification of Daniel R. Kadolph, the Company's Principal Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, from the Company's President and Principal Executive Officer.
- 32.2\* Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, from the Company's Senior Executive Vice President and Principal Financial and Accounting Officer.
- 99.1 31 C.F.R. Section 30.15 Certification of Principal Executive Officer
- 99.2 31 C.F.R. Section 30.15 Certification of Principal Financial Officer
- \* This certification is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.
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