

BANNER CORP
Form 10-Q
August 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark
One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED June 30, 2012.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE
ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ to _____

Commission File Number 0-26584

BANNER CORPORATION

(Exact name of registrant as specified in its charter)

Washington

(State or other jurisdiction of
incorporation or organization)

91-1691604

(I.R.S. Employer Identification Number)

10 South First Avenue, Walla Walla, Washington 99362

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (509) 527-3636

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

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

Title of class:	As of July 31, 2012
Common Stock, \$.01 par value per share	19,223,271 shares*

* Includes 34,340 shares held by the Employee Stock Ownership Plan that have not been released, committed to be released, or allocated to participant accounts.

BANNER CORPORATION AND SUBSIDIARIES

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Special Note Regarding Forward-Looking Statements

Certain matters in this report on Form 10-Q contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning our future operations. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. Forward-looking statements are not statements of historical fact, are based on certain assumptions and are generally identified by use of the words “believes,” “expects,” “anticipates,” “estimates,” “forecasts,” “intends,” “plans,” “targets,” “potentially,” “probable,” “outlook” or similar expressions or future or conditional verbs such as “may,” “will,” “should,” “would” and “could.” Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, assumptions and statements about future economic performance and projections of financial items. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated or implied by our forward-looking statements, including, but not limited to: the credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and changes in our allowance for loan losses and provision for loan losses that may be impacted by deterioration in the housing and commercial real estate markets and may lead to increased losses and nonperforming assets, and may result in our allowance for loan losses not being adequate to cover actual losses and require us to materially increase our reserves; changes in general economic conditions, either nationally or in our market areas; changes in the levels of general interest rates and the relative differences between short and long-term interest rates, loan and deposit interest rates, our net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes, land and other properties and fluctuations in real estate values in our market areas; secondary market conditions for loans and our ability to sell loans in the secondary market; results of examinations of us by the Board of Governors of the Federal Reserve System (the Federal Reserve Board) and of our bank subsidiaries by the Federal Deposit Insurance Corporation (the FDIC), the Washington State Department of Financial Institutions, Division of Banks (the Washington DFI) or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, institute a formal or informal enforcement action against us or any of our bank subsidiaries which could require us to increase our reserve for loan losses, write-down assets, change our regulatory capital position or affect our ability to borrow funds, or maintain or increase deposits, or impose additional requirements and restrictions on us, any of which could adversely affect our liquidity and earnings; legislative or regulatory changes that adversely affect our business including changes in regulatory policies and principles, or the interpretation of regulatory capital or other rules; the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the implementing regulations; our ability to attract and retain deposits; further increases in premiums for deposit insurance; our ability to control operating costs and expenses; the use of estimates in determining fair value of certain of our assets and liabilities, which estimates may prove to be incorrect and result in significant changes in valuation; difficulties in reducing risk associated with the loans on our balance sheet; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our work force and potential associated charges; the failure or security breach of computer systems on which we depend; our ability to retain key members of our senior management team; costs and effects of litigation, including settlements and judgments; our ability to implement our business strategies; our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we may acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related thereto; our ability to manage loan delinquency rates; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and savings habits; the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions; our ability to pay dividends on our common and preferred stock and interest or principal payments on our junior subordinated debentures; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; changes in accounting policies and practices, as may be adopted by the financial institution regulatory agencies or the Financial Accounting Standards Board including additional guidance and interpretation on accounting issues and details of the implementation of new accounting methods; the economic impact of war or any terrorist activities; other economic, competitive, governmental, regulatory, and technological factors affecting our operations, pricing, products and

services; and other risks detailed from time to time in our filings with the Securities and Exchange Commission. Any forward-looking statements are based upon management's beliefs and assumptions at the time they are made. We do not undertake and specifically disclaim any obligation to update any forward-looking statements included in this report or the reasons why actual results could differ from those contained in such statements whether as a result of new information, future events or otherwise. These risks could cause our actual results to differ materially from those expressed in any forward-looking statements by, or on behalf of, us. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this report might not occur, and you should not put undue reliance on any forward-looking statements.

As used throughout this report, the terms "we," "our," "us," or the "Company" refer to Banner Corporation and its consolidated subsidiaries, unless the context otherwise requires.

BANNER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited) (In thousands, except shares)
June 30, 2012 and December 31, 2011

ASSETS	June 30 2012	December 31 2011
Cash and due from banks	\$ 189,176	\$ 132,436
Securities—trading, amortized cost \$106,220 and \$112,663, respectively	77,368	80,727
Securities—available-for-sale, amortized cost \$433,051 and \$462,579, respectively	436,130	465,795
Securities—held-to-maturity, fair value \$89,153 and \$80,107, respectively	83,312	75,438
Federal Home Loan Bank stock	37,371	37,371
Loans receivable:		
Held for sale	6,752	3,007
Held for portfolio	3,205,505	3,293,331
Allowance for loan losses	(80,221)	(82,912)
	3,132,036	3,213,426
Accrued interest receivable	14,656	15,570
Real estate owned, held for sale, net	25,816	42,965
Property and equipment, net	90,228	91,435
Intangible assets, net	5,252	6,331
Bank-owned life insurance (BOLI)	59,800	58,563
Deferred tax assets, net	31,572	--
Other assets	38,710	37,255
	\$ 4,221,427	\$ 4,257,312
LIABILITIES		
Deposits:		
Non-interest-bearing	\$ 804,562	\$ 777,563
Interest-bearing transaction and savings accounts	1,449,890	1,447,594
Interest-bearing certificates	1,171,297	1,250,497
	3,425,749	3,475,654
Advances from FHLB at fair value	10,423	10,533
Other borrowings	90,030	152,128
Junior subordinated debentures at fair value (issued in connection with Trust Preferred Securities)	70,553	49,988
Accrued expenses and other liabilities	23,564	23,253
Deferred compensation	13,916	13,306
	3,634,235	3,724,862
COMMITMENTS AND CONTINGENCIES (Note 15)		
STOCKHOLDERS' EQUITY		

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Preferred stock - \$0.01 par value, 500,000 shares authorized; Series A – liquidation preference \$1,000 per share, 124,000 shares issued and outstanding	121,610	120,702
Common stock and paid in capital - \$0.01 par value per share, 50,000,000 shares authorized, 18,804,819 shares issued: 18,770,479 shares and 17,519,132 shares outstanding at June 30, 2012 and December 31, 2011, respectively	554,866	531,149
Accumulated deficit	(89,266)	(119,465)
Accumulated other comprehensive income	1,969	2,051
Unearned shares of common stock issued to Employee Stock Ownership Plan (ESOP) trust at cost 34,340 restricted shares outstanding at June 30, 2012 and December 31, 2011	(1,987)	(1,987)
	587,192	532,450
	\$ 4,221,427	\$ 4,257,312

See Selected Notes to the Consolidated Financial Statements

BANNER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited) (In thousands except for per share amounts)
For the Three and Six Months Ended June 30, 2012 and 2011

	Three Months Ended June 30		Six Months Ended June 30	
	2012	2011	2012	2011
INTEREST INCOME:				
Loans receivable	\$44,040	\$46,846	\$88,028	\$93,601
Mortgage-backed securities	995	859	1,922	1,734
Securities and cash equivalents	2,230	2,183	4,513	4,216
	47,265	49,888	94,463	99,551
INTEREST EXPENSE:				
Deposits	4,035	7,014	8,483	14,826
FHLB advances	64	64	127	242
Other borrowings	74	568	623	1,147
Junior subordinated debentures	802	1,041	1,814	2,079
	4,975	8,687	11,047	18,294
Net interest income before provision for loan losses	42,290	41,201	83,416	81,257
PROVISION FOR LOAN LOSSES	4,000	8,000	9,000	25,000
Net interest income	38,290	33,201	74,416	56,257
OTHER OPERATING INCOME:				
Deposit fees and other service charges	6,283	5,693	12,152	10,972
Mortgage banking operations	2,855	855	5,504	1,817
Loan servicing fees, net of amortization and impairment	343	397	560	653
Miscellaneous	485	369	1,036	862
	9,966	7,314	19,252	14,304
Gain on sale of securities	29	--	29	--
Net change in valuation of financial instruments carried at fair value	(19,059)	1,939	(17,374)	2,195
Total other operating income (loss)	(9,064)	9,253	1,907	16,499
OTHER OPERATING EXPENSES:				
Salary and employee benefits	19,390	18,288	38,900	35,543
Less capitalized loan origination costs	(2,747)	(1,948)	(4,997)	(3,668)
Occupancy and equipment	5,204	5,436	10,681	10,830
Information/computer data services	1,746	1,521	3,261	3,088
Payment and card processing expenses	2,116	1,939	4,006	3,586
Professional services	1,224	1,185	2,568	2,857
Advertising and marketing	1,650	1,903	3,716	3,643
Deposit insurance	816	1,389	2,179	3,358
State/municipal business and use taxes	565	544	1,133	1,038
REO operations	1,969	6,568	4,567	11,199
Amortization of core deposit intangibles	525	570	1,079	1,167

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Miscellaneous	3,208	2,860	6,486	5,758
Total other operating expenses	35,666	40,255	73,579	78,399
Income (loss) before provision for income taxes	(6,440)	2,199	2,744	(5,643)
PROVISION FOR (BENEFIT FROM) INCOME TAXES	(31,830)	--	(31,830)	--
NET INCOME (LOSS)	25,390	2,199	34,574	(5,643)
PREFERRED STOCK DIVIDEND AND DISCOUNT ACCRETION				
Preferred stock dividend	1,550	1,550	3,100	3,100
Preferred stock discount accretion	454	425	908	851
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$23,386	\$224	\$30,566	\$(9,594)
Earnings (loss) per common share:				
Basic	\$1.27	\$0.01	\$1.69	\$(0.58)
Diluted	\$1.27	\$0.01	\$1.69	\$(0.58)
Cumulative dividends declared per common share:	\$0.01	\$0.01	\$0.02	\$0.08

See Selected Notes to the Consolidated Financial Statements

BANNER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited) (In thousands)
For the Three and Six Months Ended June 30, 2012 and 2011

	Three Months Ended June 30		Six Months Ended June 30	
	2012	2011	2012	2011
NET INCOME (LOSS)	\$25,390	\$2,199	\$34,574	\$(5,643)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF INCOME TAXES:				
Unrealized holding gain (loss) during the period, net of deferred income tax provision (benefit) of (\$29), \$0, (\$49) and \$0, respectively	(52)	1,970	(87)	1,289
Amortization of unrealized gain (loss) on tax exempt securities transferred from available-for-sale to held-to-maturity	3	4	5	9
Other comprehensive income (loss)	(49)	1,974	(82)	1,298
COMPREHENSIVE INCOME (LOSS)	\$25,341	\$4,173	\$34,492	\$(4,345)

See Selected Notes to the Consolidated Financial Statements

BANNER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited) (In thousands, except for shares)
For the Six Months Ended June 30, 2012

	Preferred Stock		Common Stock and Paid in Capital		(Accumulated Deficit)	Accumulated Other Comprehensive	Stockholders' Equity
	Shares	Amount	Shares	Amount		Income	
Balance, January 1, 2012	124,000	\$ 120,702	17,519,132	\$ 529,162	\$ (119,465)	\$ 2,051	\$ 532,450
Net income (loss)					34,574		34,574
Change in valuation of securities—available-for-sale, net of income tax						(87)	(87)
Amortization of unrealized loss on tax exempt securities transferred from available-for-sale to held-to-maturity, net of income tax						5	5
Accretion of preferred stock discount		908			(908)		--
Accrual of dividends on preferred stock					(3,100)		(3,100)
Accrual of dividends on common stock (\$.02/share cumulative)					(367)		(367)
Proceeds from issuance of common stock for stockholder reinvestment program			1,236,812	23,610			23,610
Amortization of compensation related to restricted stock grant			14,535	100			