

REPUBLIC BANCORP INC /KY/
Form 10-Q
November 06, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly
report
pursuant to
Section 13
or 15(d) of
the
Securities
Exchange
Act of
1934

For the quarterly period ended September 30, 2015

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-24649

REPUBLIC BANCORP, INC.

(Exact name of registrant as specified in its charter)

Kentucky
(State of other jurisdiction of incorporation or organization) 61-0862051
(I.R.S. Employer Identification No.)

601 West Market Street, Louisville, Kentucky 40202
(Address of principal executive offices) (Zip Code)

(502) 584-3600

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve 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 Web site, 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 twelve 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

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

The number of shares outstanding of the registrant's Class A Common Stock and Class B Common Stock, as of October 30, 2015, was 18,608,260 and 2,245,250.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements.

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands)

	September 30, 2015	December 31, 2014
ASSETS		
Cash and cash equivalents	\$ 90,731	\$ 72,878
Securities available for sale	461,558	435,911
Securities held to maturity (fair value of \$41,601 in 2015 and \$45,807 in 2014)	41,041	45,437
Mortgage loans held for sale, at fair value	8,526	6,388
Other loans held for sale, at the lower of cost or fair value	3,800	—
Loans	3,297,874	3,040,495
Allowance for loan and lease losses	(26,959)	(24,410)
Loans, net	3,270,915	3,016,085
Federal Home Loan Bank stock, at cost	28,208	28,208
Premises and equipment, net	29,877	32,987
Premises, held for sale	1,218	1,317
Goodwill	10,168	10,168
Other real estate owned	2,832	11,243
Bank owned life insurance	52,465	51,415
Other assets and accrued interest receivable	34,638	34,976
TOTAL ASSETS	\$ 4,035,977	\$ 3,747,013
LIABILITIES		
Deposits:		
Non interest-bearing	\$ 637,875	\$ 502,569
Interest-bearing	1,729,955	1,555,613
Total deposits	2,367,830	2,058,182
Securities sold under agreements to repurchase and other short-term borrowings	309,624	356,108
Federal Home Loan Bank advances	711,500	707,500
Subordinated note	41,240	41,240

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Other liabilities and accrued interest payable	31,071	25,252
Total liabilities	3,461,265	3,188,282
Commitments and contingent liabilities (Footnote 9)	—	—
STOCKHOLDERS' EQUITY		
Preferred stock, no par value	—	—
Common Stock, no par value	4,904	4,904
Additional paid in capital	135,527	134,889
Retained earnings	429,917	414,623
Accumulated other comprehensive income	4,364	4,315
Total stockholders' equity	574,712	558,731
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 4,035,977	\$ 3,747,013

See accompanying footnotes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
INTEREST INCOME:				
Loans, including fees	\$ 34,040	\$ 30,916	\$ 99,247	\$ 91,188
Taxable investment securities	1,733	1,896	5,285	5,663
Federal Home Loan Bank stock and other	334	332	1,058	1,195
Total interest income	36,107	33,144	105,590	98,046
INTEREST EXPENSE:				
Deposits	1,068	930	3,233	2,845
Securities sold under agreements to repurchase and other short-term borrowings	17	28	72	72
Federal Home Loan Bank advances	2,982	3,116	8,907	9,947
Subordinated note	616	628	1,874	1,886
Total interest expense	4,683	4,702	14,086	14,750
NET INTEREST INCOME	31,424	28,442	91,504	83,296
Provision for loan and lease losses	2,233	1,510	3,322	1,500
NET INTEREST INCOME AFTER PROVISION FOR LOAN AND LEASE LOSSES	29,191	26,932	88,182	81,796
NON INTEREST INCOME:				
Service charges on deposit accounts	3,399	3,568	9,685	10,426
Net refund transfer fees	97	(133)	17,339	16,091
Mortgage banking income	972	876	3,549	2,174
Interchange fee income	1,967	1,619	6,205	5,344
Gain on call of securities available for sale	—	—	88	—
Net loss on other real estate owned	(8)	(758)	(282)	(1,309)
Increase in cash surrender value of bank owned life insurance	348	381	1,050	951
Other	1,031	974	2,643	2,646
Total non interest income	7,806	6,527	40,277	36,323
NON INTEREST EXPENSES:				
Salaries and employee benefits	15,297	12,164	44,897	40,612

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Occupancy and equipment, net	5,217	5,544	15,560	16,874
Communication and transportation	951	905	2,768	2,787
Marketing and development	756	1,135	2,318	2,466
FDIC insurance expense	474	424	1,622	1,407
Bank franchise tax expense	846	731	4,094	3,901
Data processing	959	824	3,017	2,495
Interchange related expense	909	788	2,847	2,632
Supplies	229	205	809	705
Other real estate owned expense	146	218	485	916
Legal and professional fees	653	730	2,796	2,179
Other	1,801	1,537	5,264	4,714
Total non interest expenses	28,238	25,205	86,477	81,688
INCOME BEFORE INCOME TAX EXPENSE	8,759	8,254	41,982	36,431
INCOME TAX EXPENSE	3,119	3,008	14,234	12,879
NET INCOME	\$ 5,640	\$ 5,246	\$ 27,748	\$ 23,552
BASIC EARNINGS PER SHARE:				
Class A Common Stock	\$ 0.27	\$ 0.25	\$ 1.34	\$ 1.14
Class B Common Stock	\$ 0.25	\$ 0.24	\$ 1.22	\$ 1.09
DILUTED EARNINGS PER SHARE:				
Class A Common Stock	\$ 0.27	\$ 0.25	\$ 1.34	\$ 1.13
Class B Common Stock	\$ 0.25	\$ 0.24	\$ 1.22	\$ 1.08
DIVIDENDS DECLARED PER COMMON SHARE:				
Class A Common Stock	\$ 0.198	\$ 0.187	\$ 0.583	\$ 0.550
Class B Common Stock	\$ 0.180	\$ 0.170	\$ 0.530	\$ 0.500

See accompanying footnotes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 5,640	\$ 5,246	\$ 27,748	\$ 23,552
OTHER COMPREHENSIVE INCOME				
Change in fair value of derivatives used for cash flow hedges	(503)	28	(724)	(676)
Reclassification amount for derivative losses realized in income	100	104	304	303
Change in unrealized gain (loss) on securities available for sale	488	(10)	670	2,618
Reclassification adjustment for gain on security available for sale recognized in earnings	—	—	(88)	—
Change in unrealized gain on securities available for sale for which a portion of an other-than-temporary impairment has been recognized in earnings	(58)	65	(84)	434
Net unrealized gains	27	187	78	2,679
Tax effect	(11)	(66)	(29)	(939)
Total other comprehensive income, net of tax	16	121	49	1,740
COMPREHENSIVE INCOME	\$ 5,656	\$ 5,367	\$ 27,797	\$ 25,292

See accompanying footnotes to consolidated financial statements.

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CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)

NINE MONTHS ENDED SEPTEMBER 30, 2015

(in thousands)	Common Stock		Amount	Additional Paid In Capital	Retained Earnings	Accumulated	
	Class A Shares Outstanding	Class B Shares Outstanding				Other Comprehensive Income	Total Stockholders' Equity
Balance, January 1, 2015	18,603	2,245	\$ 4,904	\$ 134,889	\$ 414,623	\$ 4,315	\$ 558,731
Net income	—	—	—	—	27,748	—	27,748
Net change in accumulated other comprehensive income	—	—	—	—	—	49	49
Dividend declared Common Stock:							
Class A Shares	—	—	—	—	(10,850)	—	(10,850)
Class B Shares	—	—	—	—	(1,190)	—	(1,190)
Stock options exercised, net of shares redeemed	14	—	4	305	(65)	—	244
Repurchase of Class A Common Stock	(19)	—	(4)	(124)	(349)	—	(477)
Conversion of Class B Common Stock to Class A Common Stock	—	—	—	—	—	—	—
Net change in notes receivable on Class A Common Stock	—	—	—	(25)	—	—	(25)
Deferred director compensation expense - Class A Common Stock	5	—	—	171	—	—	171

Stock based compensation expense - restricted stock	—	—	—	207	—	—	207
Stock based compensation expense - stock options	—	—	—	104	—	—	104
Balance, September 30, 2015	18,603	2,245	\$ 4,904	\$ 135,527	\$ 429,917	\$ 4,364	\$ 574,712

See accompanying footnotes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (in thousands)

	Nine Months Ended September 30,	
	2015	2014
OPERATING ACTIVITIES:		
Net income	\$ 27,748	\$ 23,552
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization on investment securities, net	506	446
Accretion on loans, net	(2,422)	(5,618)
Depreciation of premises and equipment	4,965	4,753
Amortization of mortgage servicing rights	1,057	996
Provision for loan and lease losses	3,322	1,500
Net gain on sale of mortgage loans held for sale	(3,189)	(1,894)
Origination of mortgage loans held for sale	(128,026)	(54,046)
Proceeds from sale of mortgage loans held for sale	129,077	53,556
Origination of other loans held for sale	(86,218)	—
Proceeds from sale of other loans held for sale	85,564	—
Net realized gain on sales, calls and impairment of securities	(88)	—
Net gain realized on sale of other real estate owned	(734)	(733)
Writedowns of other real estate owned	1,016	2,042
Net gain on sale of banking center	(28)	—
Deferred director compensation expense - Company Stock	171	145
Stock based compensation expense	311	366
Increase in cash surrender value of bank owned life insurance	(1,050)	(951)
Net change in other assets and liabilities:		
Accrued interest receivable	(228)	(283)
Accrued interest payable	(95)	(310)
Other assets	(1,709)	1,750
Other liabilities	5,336	1,500
Net cash provided by operating activities	35,286	26,771
INVESTING ACTIVITIES:		
Purchases of securities available for sale	(994,305)	(119,427)
Proceeds from calls, maturities and paydowns of securities available for sale	968,812	102,111
Proceeds from calls, maturities and paydowns of securities to be held to maturity	4,357	3,342
Net change in outstanding warehouse lines of credit	(74,117)	(123,008)
Purchase of loans, including premiums paid	(87,619)	(144,669)
Net change in other loans	(96,916)	(51,492)
Proceeds from redemption of Federal Home Loan Bank stock	—	134
Proceeds from sales of other real estate owned	7,880	8,991
Proceeds from sale of banking center	1,623	—
Net purchases of premises and equipment	(2,312)	(4,240)
Purchase of bank owned life insurance	—	(25,000)
Net cash used in investing activities	(272,597)	(353,258)

FINANCING ACTIVITIES:

Net change in deposits	309,648	68,979
Net change in securities sold under agreements to repurchase and other short-term borrowings	(46,484)	110,319
Payments of Federal Home Loan Bank advances	(208,000)	(108,000)
Proceeds from Federal Home Loan Bank advances	212,000	165,000
Repurchase of Common Stock	(477)	(347)
Net proceeds from Common Stock options exercised	244	443
Cash dividends paid	(11,767)	(11,088)
Net cash provided by financing activities	255,164	225,306

NET CHANGE IN CASH AND CASH EQUIVALENTS	17,853	(101,181)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	72,878	170,863
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 90,731	\$ 69,682

SUPPLEMENTAL DISCLOSURES OF CASHFLOW INFORMATION:

Cash paid during the period for:

Interest	\$ 14,181	\$ 15,060
Income taxes	12,219	13,703

SUPPLEMENTAL NONCASH DISCLOSURES:

Transfers from loans to real estate acquired in settlement of loans	\$ 2,713	\$ 6,466
Loans provided for sales of other real estate owned	2,962	1,331

See accompanying footnotes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – SEPTEMBER 30, 2015 and 2014 (UNAUDITED)
AND DECEMBER 31, 2014

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The consolidated financial statements include the accounts of Republic Bancorp, Inc. (the “Parent Company”) and its wholly-owned subsidiaries, Republic Bank & Trust Company (“RB&T” or the “Bank”) and Republic Insurance Services, Inc. (the “Captive”). The Bank is a Kentucky-based, state chartered non-member financial institution. The Captive, which was formed during the third quarter of 2014, is a wholly-owned insurance subsidiary of the Company. The Captive provides property and casualty insurance coverage to the Company and the Bank as well as eight other third-party insurance captives for which insurance may not be available or economically feasible. Republic Bancorp Capital Trust (“RBCT”) is a Delaware statutory business trust that is a wholly-owned unconsolidated finance subsidiary of Republic Bancorp, Inc. All companies are collectively referred to as “Republic” or the “Company.” All significant intercompany balances and transactions are eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Operating results for the three and nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. For further information, refer to the consolidated financial statements and footnotes thereto included in Republic’s Form 10-K for the year ended December 31, 2014.

As of September 30, 2015, the Company was divided into four distinct business operating segments: Traditional Banking, Warehouse Lending (“Warehouse”), Mortgage Banking and Republic Processing Group (“RPG”). Management considers the first three segments to collectively constitute “Core Bank” or “Core Banking” activities. The Warehouse segment was reported as a division of the Traditional Banking segment prior to the fourth quarter of 2014, but realized the quantitative and qualitative nature of a segment by the end of 2014. All prior periods have been reclassified to conform to the current presentation.

Traditional Banking, Warehouse Lending and Mortgage Banking (collectively “Core Bank” or “Core Banking”)

The Traditional Bank provides traditional banking products primarily to customers in the Company’s market footprint. As of September 30, 2015, in addition to Internet Banking and Correspondent Lending delivery channels, Republic had 40 full-service banking centers with locations as follows:

- Kentucky — 32
- Metropolitan Louisville — 19
- Central Kentucky — 8
- Elizabethtown — 1
- Frankfort — 1
- Georgetown — 1
- Lexington — 4
- Shelbyville — 1
- Western Kentucky — 2
- Owensboro — 2
- Northern Kentucky — 3
- Covington — 1
- Florence — 1
- Independence — 1
- Southern Indiana — 3
- Floyds Knobs — 1
- Jeffersonville — 1
- New Albany — 1
- Metropolitan Tampa, Florida — 2
- Metropolitan Cincinnati, Ohio — 1
- Metropolitan Nashville, Tennessee — 2

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Republic's headquarters are located in Louisville, which is the largest city in Kentucky based on population.

Core Banking results of operations are primarily dependent upon net interest income, which represents the difference between the interest income and fees on interest-earning assets and the interest expense on interest-bearing liabilities. Interest-earning Core Banking assets primarily consist of investment securities and commercial and consumer loans primarily secured by real estate and/or personal property. Interest-bearing liabilities primarily consist of interest-bearing deposit accounts, securities sold under agreements to repurchase, as well as short-term and long-term borrowing sources. Federal Home Loan Bank ("FHLB") advances have traditionally been a significant borrowing source for the Bank.

Other sources of Core Banking income include service charges on deposit accounts, debit and credit card interchange fee income, title insurance commissions, fees charged to clients for trust services, increases in the cash surrender value of Bank Owned Life Insurance ("BOLI") and revenue generated from Mortgage Banking activities. Mortgage Banking activities represent both the origination and sale of loans in the secondary market and the servicing of loans for others, primarily the Federal Home Loan Mortgage Corporation ("Freddie Mac" or "FHLMC").

Core Banking operating expenses consist primarily of salaries and employee benefits, occupancy and equipment expenses, communication and transportation costs, data processing, interchange related expenses, marketing and development expenses, Federal Deposit Insurance Corporation ("FDIC") insurance expense, franchise tax expense and various general and administrative costs. Core Banking results of operations are significantly impacted by general economic and competitive conditions, particularly changes in market interest rates, government laws and policies and actions of regulatory agencies.

The Core Bank provides short-term, revolving credit facilities to mortgage bankers across the Nation through its Warehouse segment in the form of warehouse lines of credit. These credit facilities are secured by single family, first lien residential real estate loans. Outstanding balances on these credit facilities may be subject to significant fluctuations consistent with the overall market demand for mortgage loans.

The Core Bank began acquiring single family, first lien mortgage loans for investment through its Correspondent Lending channel in May 2014. Correspondent Lending generally involves the Bank acquiring, primarily from its Warehouse clients, closed loans that meet the Bank's specifications. Substantially all loans purchased through the Correspondent Lending channel are purchased at a premium.

Republic Processing Group

All divisions of the RPG segment operate through the Bank. Nationally, RPG facilitates the receipt and payment of federal and state tax refunds under the Tax Refund Solutions (“TRS”) division, primarily through refund transfers (“RTs”). RTs are products whereby a tax refund is issued to the taxpayer after the Bank has received the refund from the federal or state government. There is no credit risk or borrowing cost associated with these products because they are only delivered to the taxpayer upon receipt of the tax refund directly from the governmental paying authority. Fees earned on RTs, net of rebates, are the primary source of revenue for the TRS division and the RPG segment, and are reported as non interest income under the line item “Net refund transfer fees.”

The TRS division historically originated and obtained a significant source of revenue from Refund Anticipation Loans (“RALs”), but terminated this product effective April 30, 2012. RALs were short-term consumer loans offered to taxpayers that were secured by the client’s anticipated tax refund, which represented the sole source of repayment. While RALs were terminated in 2012, TRS may receive recoveries from previously charged-off RALs.

The Republic Payment Solutions (“RPS”) division offers general purpose reloadable prepaid debit cards through third party program managers.

The Republic Credit Solutions (“RCS”) division offers short-term consumer credit products.

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Accounting Standards Update (“ASU”) ASU No. 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments.

Topic 805 requires that an acquirer retrospectively adjust provisional amounts recognized in a business combination, during the measurement period. To simplify the accounting for adjustments made to provisional amounts, the amendments in this ASU require that the acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amount is determined. The acquirer is required to also record, in the same period’s financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. In addition an entity is required to present separately on the face of the income statement or disclose in the notes to the financial statements the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date.

The amendments in this ASU are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. This ASU is not expected to have a material impact on the Company’s financial statements.

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2. INVESTMENT SECURITIES

Securities Available for Sale

The gross amortized cost and fair value of securities available for sale and the related gross unrealized gains and losses recognized in accumulated other comprehensive income (“AOCI”) were as follows:

September 30, 2015 (in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 216,938	\$ 1,148	\$ (2)	\$ 218,084
Private label mortgage backed security	4,037	1,136	—	5,173
Mortgage backed securities - residential	96,609	4,364	(37)	100,936
Collateralized mortgage obligations	120,341	1,074	(393)	121,022
Freddie Mac preferred stock	—	269	—	269
Mutual fund	1,000	25	—	1,025
Corporate bonds	15,009	40	—	15,049
Total securities available for sale	\$ 453,934	\$ 8,056	\$ (432)	\$ 461,558

December 31, 2014 (in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 146,625	\$ 312	\$ (15)	\$ 146,922
Private label mortgage backed security	4,030	1,220	—	5,250
Mortgage backed securities - residential	118,836	5,511	(91)	124,256
Collateralized mortgage obligations	143,283	1,034	(1,146)	143,171
Freddie Mac preferred stock	—	231	—	231
Mutual fund	1,000	18	—	1,018
Corporate bonds	15,011	52	—	15,063
Total securities available for sale	\$ 428,785	\$ 8,378	\$ (1,252)	\$ 435,911

Securities Held to Maturity

The carrying value, gross unrecognized gains and losses, and fair value of securities held to maturity were as follows:

September 30, 2015 (in thousands)	Carrying Value	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 1,523	\$ 8	\$ (1)	\$ 1,530
Mortgage backed securities - residential	53	7	—	60
Collateralized mortgage obligations	34,465	558	—	35,023
Corporate bonds	5,000	—	(12)	4,988
Total securities held to maturity	\$ 41,041	\$ 573	\$ (13)	\$ 41,601

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December 31, 2014 (in thousands)	Carrying Value	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 1,747	\$ 1	\$ (7)	\$ 1,741
Mortgage backed securities - residential	147	20	—	167
Collateralized mortgage obligations	38,543	423	(4)	38,962
Corporate bonds	5,000	—	(63)	4,937
Total securities held to maturity	\$ 45,437	\$ 444	\$ (74)	\$ 45,807

At September 30, 2015 and December 31, 2014, there were no holdings of securities of any one issuer, other than the U.S. Government and its agencies, in an amount greater than 10% of stockholders' equity.

Sales of Securities Available for Sale

During the three months ended September 30, 2015, there were no sales or calls of securities available for sale. During the nine months ended September 30, 2015, the Bank recognized a gain of \$88,000 on the call of one security available for sale.

During the three and nine months ended September 30, 2014, there were no sales or calls of securities available for sale.

Investment Securities by Contractual Maturity

The amortized cost and fair value of the investment securities portfolio by contractual maturity at September 30, 2015 follows. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are detailed separately.

September 30, 2015 (in thousands)	Securities Available for Sale		Securities Held to Maturity	
	Amortized Cost	Fair Value	Carrying Value	Fair Value

Due in one year or less	\$ —	\$ —	\$ 1,005	\$ 1,013
Due from one year to five years	221,947	223,120	5,518	5,505
Due from five years to ten years	10,000	10,013	—	—
Due beyond ten years	—	—	—	—
Private label mortgage backed security	4,037	5,173	—	—
Mortgage backed securities - residential	96,609	100,936	53	60
Collateralized mortgage obligations	120,341	121,022	34,465	35,023
Freddie Mac preferred stock	—	269	—	—
Mutual fund	1,000	1,025	—	—
Total securities	\$ 453,934	\$ 461,558	\$ 41,041	\$ 41,601

Freddie Mac Preferred Stock

During 2008, the U.S. Treasury, the Federal Reserve Board and the Federal Housing Finance Agency (“FHFA”) announced that the FHFA was placing Freddie Mac under conservatorship and giving management control to the FHFA. The Bank contemporaneously determined that its 40,000 shares of Freddie Mac preferred stock were fully impaired and recorded an other-than-temporary impairment (“OTTI”) charge of \$2.1 million in 2008. The OTTI charge brought the carrying value of the stock to \$0. During the third quarter of 2014, based on active trading volume of Freddie Mac preferred stock, the Company determined it appropriate to record an unrealized gain to Other Comprehensive Income (“OCI”) related to its Freddie Mac preferred stock holdings. Based on the stock’s market closing price as of September 30, 2015, the Company’s unrealized gain for its Freddie Mac preferred stock totaled \$269,000.

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Mortgage Backed Securities and Collateralized Mortgage Obligations

At September 30, 2015, with the exception of the \$5.2 million private label mortgage backed security, all other mortgage backed securities and collateralized mortgage obligations (“CMOs”) held by the Bank were issued by U.S. Government-sponsored entities and agencies, primarily Freddie Mac and the Federal National Mortgage Association (“Fannie Mae” or “FNMA”), institutions that the government has affirmed its commitment to support. At September 30, 2015 and December 31, 2014, there were gross unrealized losses of \$430,000 and \$1.2 million related to available for sale mortgage backed securities and CMOs. Because the decline in fair value of these securities is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Bank 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, management does not consider these securities to be OTTI.

Market Loss Analysis

Securities with unrealized losses at September 30, 2015 and December 31, 2014, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

September 30, 2015 (in thousands)	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available for sale:						
U.S. Treasury securities and U.S. Government agencies	\$ —	\$ —	\$ 9,971	\$ (2)	\$ 9,971	\$ (2)
Mortgage backed securities - residential	6,241	(37)	—	—	6,241	(37)
Collateralized mortgage obligations	1,910	(48)	44,331	(345)	46,241	(393)
Total securities available for sale	\$ 8,151	\$ (85)	\$ 54,302	\$ (347)	\$ 62,453	\$ (432)

September 30, 2014 (in thousands)	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities held to maturity:						
U.S. Treasury securities and U.S. Government agencies	\$ 517	\$ (1)	\$ —	\$ —	\$ 517	\$ (1)
Collateralized mortgage obligations	—	—	—	—	—	—

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Corporate bonds	4,988	(12)	—	—	4,988	(12)
Total securities held to maturity	\$ 5,505	\$ (13)	\$ —	\$ —	\$ 5,505	\$ (13)

December 31, 2014 (in thousands)	Less than 12 months		12 months or more		Total	
	Unrealized		Unrealized		Unrealized	
	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses
Securities available for sale:						
U.S. Treasury securities and U.S. Government agencies	\$ 2,089	\$ (15)	\$ —	\$ —	\$ 2,089	\$ (15)
Mortgage backed securities - residential	7,535	(91)	—	—	7,535	(91)
Collateralized mortgage obligations	46,058	(881)	12,534	(265)	58,592	(1,146)
Total securities available for sale	\$ 55,682	\$ (987)	\$ 12,534	\$ (265)	\$ 68,216	\$ (1,252)

Securities held to maturity:	Less than 12 months		12 months or more		Total	
	Unrealized		Unrealized		Unrealized	
	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses
U.S. Treasury securities and U.S. Government agencies	\$ 517	\$ (7)	\$ —	\$ —	\$ 517	\$ (7)
Collateralized mortgage obligations	9,045	(4)	—	—	9,045	(4)
Corporate bonds	4,936	(63)	—	—	4,936	(63)
Total securities held to maturity	\$ 14,498	\$ (74)	\$ —	\$ —	\$ 14,498	\$ (74)

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At September 30, 2015, the Bank's security portfolio consisted of 161 securities, 13 of which were in an unrealized loss position. At December 31, 2014, the Bank's security portfolio consisted of 157 securities, 17 of which were in an unrealized loss position.

Other-than-temporary impairment ("OTTI")

Unrealized losses for all investment securities are reviewed to determine whether the losses are "other-than-temporary." Investment securities are evaluated for OTTI on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether a decline in value below amortized cost is other-than-temporary. In conducting this assessment, the Bank evaluates a number of factors including, but not limited to:

- The length of time and the extent to which fair value has been less than the amortized cost basis;
- The Bank's intent to hold until maturity or sell the debt security prior to maturity;
- An analysis of whether it is more likely than not that the Bank will be required to sell the debt security before its anticipated recovery;
- Adverse conditions specifically related to the security, an industry, or a geographic area;
 - The historical and implied volatility of the fair value of the security;
- The payment structure of the security and the likelihood of the issuer being able to make payments;
- Failure of the issuer to make scheduled interest or principal payments;
- Any rating changes by a rating agency; and
- Recoveries or additional decline in fair value subsequent to the balance sheet date.

The term "other-than-temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value are not necessarily favorable, or that there is a general lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other-than-temporary, the value of the security is reduced and a corresponding charge to earnings is recognized for the anticipated credit losses.

The Bank owns one private label mortgage backed security with a total carrying value of \$5.2 million at September 30, 2015. This security, with an average remaining life currently estimated at five years, is mostly backed by "Alternative A" first lien mortgage loans, but also has an insurance "wrap" or guarantee as an added layer of protection to the security holder. This asset is illiquid, and as such, the Bank determined it to be a Level 3 security in accordance with Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurements and Disclosures. Based on this determination, the Bank utilized an income valuation model ("present value model") approach, in determining the fair value of the security. This approach is beneficial for positions that are not traded in active markets or are subject to transfer restrictions, and/or where valuations are adjusted to reflect illiquidity and/or non-transferability. Such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used. Management's best estimate consists of both internal and external support for this investment.

See additional discussion regarding the Bank's private label mortgage backed security under Footnote 6 "Fair Value" in this section of the filing.

Pledged Investment Securities

Investment securities pledged to secure public deposits, securities sold under agreements to repurchase and securities held for other purposes, as required or permitted by law are as follows:

(in thousands)	September 30, 2015	December 31, 2014
Carrying amount	\$ 383,926	\$ 409,868
Fair value	384,491	410,307

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3. LOANS AND ALLOWANCE FOR LOAN AND LEASE LOSSES

The composition of the loan portfolio at September 30, 2015 and December 31, 2014 follows:

(in thousands)	September 30, 2015	December 31, 2014
Residential real estate:		
Owner occupied	\$ 1,089,213	\$ 1,118,341
Owner occupied - correspondent*	246,122	226,628
Non owner occupied	108,726	96,492
Commercial real estate	827,054	772,309
Commercial real estate - purchased whole loans*	35,473	34,898
Construction & land development	54,573	38,480
Commercial & industrial	224,469	157,339
Lease financing receivables	7,931	2,530
Warehouse lines of credit	393,548	319,431
Home equity	277,778	245,679
Consumer:		
RPG loans	5,127	4,095
Credit cards	11,684	9,573
Overdrafts	970	1,180
Purchased whole loans*	5,341	4,626
Other consumer	9,865	8,894
Total loans**	3,297,874	3,040,495
Allowance for loan and lease losses	(26,959)	(24,410)
Total loans, net	\$ 3,270,915	\$ 3,016,085

* Identifies loans to borrowers located primarily outside of the Bank's market footprint.

** Total loans are presented inclusive of premiums, discounts and net loan origination fees and costs. See table directly below for expanded detail.

The table below reconciles the contractually receivable and carrying amounts of loans at September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015	December 31, 2014
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Contractually receivable	\$ 3,302,613	\$ 3,050,599
Unearned income(1)	(600)	(174)
Unamortized premiums(2)	3,966	4,490
Unaccreted discounts(3)	(9,681)	(15,675)
Net unamortized deferred origination fees and costs	1,576	1,255
Carrying value of loans	\$ 3,297,874	\$ 3,040,495

- (1) Unearned income relates to lease financing receivables.
- (2) Premiums predominately relate to loans acquired through the Bank's Correspondent Lending channel.
- (3) Discounts predominately relate to loans acquired in the Bank's 2012 FDIC-assisted transactions.

Loan Purchases

In May 2014, the Bank began acquiring single family, first lien mortgage loans for investment within its loan portfolio through its Correspondent Lending channel. Correspondent Lending generally involves the Bank acquiring, primarily from Warehouse clients, closed loans that meet the Bank's specifications. Substantially all loans purchased through the Correspondent Lending channel are purchased at a premium. Loans acquired through the Correspondent Lending channel generally reflect borrowers outside of the Bank's market footprint, with 80% of such loans as of September 30, 2015 secured by collateral in the state of California.

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In addition to secured mortgage loans acquired through its Correspondent Lending channel, the Bank also began acquiring unsecured consumer installment loans for investment from a third-party originator in April 2014. Such consumer loans are purchased at par and are selected by the Bank based on certain underwriting characteristics.

The table below reflects the purchased activity of single family, first lien mortgage loans and unsecured consumer loans, by class, during the three and nine months ended September 30, 2015 and 2014.

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Residential real estate:				
Owner occupied - correspondent*	\$ 22,003	\$ 128,374	\$ 84,804	\$ 139,632
Consumer:				
Purchased whole loans*	2,453	2,524	2,815	5,037
Total purchased loans	\$ 24,456	\$ 130,898	\$ 87,619	\$ 144,669

* Represents origination amount, inclusive of purchase premiums, where applicable.

Purchased Credit Impaired (“PCI”) Loans

PCI loans acquired during the Bank’s 2012 FDIC-assisted transactions are accounted for under ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality.

The table below reconciles the contractually required and carrying amounts of PCI loans at September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015	December 31, 2014
Contractually-required principal	\$ 19,313	\$ 26,571
Non-accretable amount	(1,877)	(6,784)
Accretable amount	(4,212)	(2,297)
Carrying value of loans	\$ 13,224	\$ 17,490

The following table presents a rollforward of the accretable amount on PCI loans for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Balance, beginning of year	\$ (4,323)	\$ (2,487)	\$ (2,297)	\$ (3,457)
Transfers between non-accretable and accretable	(573)	(609)	(3,927)	(2,949)
Net accretion into interest income on loans, including loan fees	684	678	2,012	3,988
Other changes	—	—	—	—
Balance, end of year	\$ (4,212)	\$ (2,418)	\$ (4,212)	\$ (2,418)

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Credit Quality Indicators

Based on the Bank's internal analyses performed as of September 30, 2015 and December 31, 2014, the following tables reflect loans by risk category. Risk categories are defined in the Company's Annual Report on Form 10-K for the year ended December 31, 2014:

September 30, 2015 (in thousands)	Pass	Special Mention *	Substandard *	Doubtful Loss	Purchased Credit Impaired /Loans - Group 1	Purchased Credit Impaired Loans - Substandard	Total Rated Loans**
Residential real estate:							
Owner occupied	\$ —	\$ 23,897	\$ 14,237	\$ —	\$ 930	\$ —	\$ 39,064
Owner occupied - correspondent	—	—	—	—	—	—	—
Non owner occupied	—	1,422	1,607	—	1,076	—	4,105
Commercial real estate	801,868	5,193	10,042	—	9,951	—	827,054
Commercial real estate - purchased whole loans	35,473	—	—	—	—	—	35,473
Construction & land development	51,793	113	2,632	—	35	—	54,573
Commercial & industrial	220,904	2,134	199	—	1,232	—	224,469
Lease financing receivables	7,931	—	—	—	—	—	7,931
Warehouse lines of credit	393,548	—	—	—	—	—	393,548
Home equity	—	—	2,391	—	—	—	2,391
Consumer:							
RPG loans	—	—	—	—	—	—	—
Credit cards	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—
Purchased whole loans	—	—	—	—	—	—	—
Other consumer	—	8	92	—	—	—	100
Total rated loans	\$ 1,511,517	\$ 32,767	\$ 31,200	\$ —	\$ 13,224	\$ —	\$ 1,588,708

* At September 30, 2015, Special Mention and Substandard loans included \$181,000 and \$3 million, respectively, which were removed from PCI accounting in accordance with ASC 310-30-35-13 due to a post-acquisition troubled debt restructuring.

** The above table excludes all non-classified residential real estate, home equity and consumer loans at the respective period ends.

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December 31, 2014 (in thousands)	Pass	Special Mention *	Substandard *	Doubtful Loss	Purchased Credit Impaired Loans - Group 1	Purchased Credit Impaired Loans - Substandard	Total Rated Loans**
Residential real estate:							
Owner occupied	\$ —	\$ 26,828	\$ 14,586	\$ —	\$ 1,205	\$ —	\$ 42,619
Owner occupied - correspondent	—	—	—	—	—	—	—
Non owner occupied	—	844	2,886	—	1,709	—	5,439
Commercial real estate	736,012	7,838	15,636	—	12,823	—	772,309
Commercial real estate - Purchased whole loans	34,898	—	—	—	—	—	34,898
Construction & land development	35,339	120	2,525	—	496	—	38,480
Commercial & industrial	153,362	625	2,108	—	1,244	—	157,339
Lease financing receivables	2,530	—	—	—	—	—	2,530
Warehouse lines of credit	319,431	—	—	—	—	—	319,431
Home equity	—	—	2,220	—	—	—	2,220
Consumer:							
RPG loans	—	—	—	—	—	—	—
Credit cards	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—
Purchased whole loans	—	—	—	—	—	—	—
Other consumer	—	13	38	—	13	—	64
Total rated loans	\$ 1,281,572	\$ 36,268	\$ 39,999	\$ —	\$ 17,490	\$ —	\$ 1,375,329

* At December 31, 2014, Special Mention and Substandard loans included \$443,000 and \$6 million, respectively, which were removed from PCI accounting in accordance with ASC 310-30-35-13 due to a post-acquisition troubled debt restructuring.

** The above table excludes all non-classified residential real estate, home equity and consumer loans at the respective period ends.

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Allowance for Loan and Lease Losses

Activity in the allowance for loan and leases (“Allowance”) follows:

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
Allowance, beginning of period	\$ 25,248	\$ 22,772	\$ 24,410	\$ 23,026
Charge offs - Core Banking	(676)	(1,071)	(1,853)	(2,698)
Charge offs - RPG	(182)	(2)	(208)	(2)
Total charge offs	(858)	(1,073)	(2,061)	(2,700)
Recoveries - Core Banking	312	376	1,027	1,233
Recoveries - RPG	24	32	261	558
Total recoveries	336	408	1,288	1,791
Net (charge offs) recoveries - Core Banking	(364)	(695)	(826)	(1,465)
Net (charge offs) recoveries - RPG	(158)	30	53	556
Net (charge offs) recoveries	(522)	(665)	(773)	(909)
Provision for loan and lease losses - Core Banking	1,100	1,542	2,192	2,012
Provision - RPG	1,133	(32)	1,130	(512)
Total provision	2,233	1,510	3,322	1,500
Allowance, end of period	\$ 26,959	\$ 23,617	\$ 26,959	\$ 23,617

The Allowance calculation includes the following qualitative factors, which are considered in combination with the Bank’s historical loss rates in determining the general loss reserve within the Allowance:

- Changes in nature, volume and seasoning of the portfolio;
- Changes in experience, ability and depth of lending management and other relevant staff;
- Changes in the quality of the Bank’s credit review system;
- Changes in lending policies and procedures, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses;
- Changes in the volume and severity of past due, non-performing and classified loans and leases;
- Changes in the value of underlying collateral for collateral-dependent loans and leases;
- Changes in international, national, regional, and local economic and business conditions and developments that affect the collectability of portfolios, including the condition of various market segments;
- The existence and effect of any concentrations of credit, and changes in the level of such concentrations; and

- The effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the institution's existing portfolio.

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The following tables present the activity in the Allowance by portfolio class for the three months ended September 30, 2015 and 2014:

Three Months Ended September 30, 2015 (in thousands)	Residential Real Estate Owner			Commercial Real Estate -			Lease	
	Owner	Occupied	Non Owner	Commercial	Purchased	Construction	Commercial	Financing
	Occupied	Correspondent	Occupied	Real Estate	Whole Loans	Land Development	Industrial	Receivables
Beginning balance	\$ 8,202	\$ 608	\$ 904	\$ 7,840	\$ 35	\$ 1,100	\$ 1,191	\$ 76
Provision for losses	330	7	83	200	—	31	235	7
Charge offs	(153)	—	(97)	(27)	—	—	—	—
Recoveries	76	—	—	—	—	—	18	—
Ending balance	\$ 8,455	\$ 615	\$ 890	\$ 8,013	\$ 35	\$ 1,131	\$ 1,444	\$ 83

(continued)	Warehouse Lines of Credit	Home Equity	Consumer RPG Loans	Credit Cards	Overdrafts	Purchased Whole Loans	Other Consumer	Total
Beginning balance	\$ 1,222	\$ 2,765	\$ 252	\$ 399	\$ 286	\$ 207	\$ 161	\$ 25,248
Provision for losses	(238)	124	1,133	40	138	154	(11)	2,233
Charge offs	—	(110)	(182)	(30)	(152)	(25)	(82)	(858)
Recoveries	—	54	24	6	63	1	94	336
Ending balance	\$ 984	\$ 2,833	\$ 1,227	\$ 415	\$ 335	\$ 337	\$ 162	\$ 26,959

Three Months Ended	Residential Real Estate Owner			Commercial Real Estate -			Lease	
	Owner	Occupied	Non Owner	Commercial	Purchased	Construction	Commercial	Financing
	Occupied	Correspondent	Occupied	Real Estate	Whole Loans	Land Development	Industrial	Receivables

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September 30, 2014
(in thousands)

Beginning balance	\$ 8,055	60	\$ 839	\$ 7,696	\$ 34	\$ 1,090	\$ 1,152	3
Provision for losses	(148)	706	50	547	—	(4)	(81)	5
Charge offs	(161)	—	(135)	(365)	—	—	—	—
Recoveries	26	—	17	9	—	—	37	—
Ending balance	\$ 7,772	766	\$ 771	\$ 7,887	\$ 34	\$ 1,086	\$ 1,108	8

(continued)	Warehouse Lines of Credit	Home Equity	Consumer RPG Loans	Credit Cards	Overdrafts	Purchased Whole Loans	Other Consumer	Total
Beginning balance	\$ 610	\$ 2,403	\$ 46	\$ 286	\$ 280	—	\$ 218	\$ 22,772
Provision for losses	71	283	(32)	19	17	189	(112)	1,510
Charge offs	—	(146)	(2)	(23)	(136)	—	(105)	(1,073)
Recoveries	—	88	32	10	91	—	98	408
Ending balance	\$ 681	\$ 2,628	\$ 44	\$ 292	\$ 252	189	\$ 99	\$ 23,617

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The following tables present the activity in the Allowance by portfolio class for the nine months ended September 30, 2015 and 2014:

Nine Months Ended September 30, 2015 (in thousands)	Residential Real Estate			Commercial				Lease
	Owner	Owner Occupied	Non Owner Occupied	Commercial Real Estate	Purchased Whole Loans	Construction & Land Developm	Commercial Industrial	Financing Receivables
	Occupied	Correspondent	Occupied	Real Estate	Whole Loans	Land Developm	Industrial	Receivables
Beginning balance	\$ 8,565	\$ 567	\$ 837	\$ 7,740	\$ 34	\$ 926	\$ 1,167	\$ 25
Provision for losses	157	48	173	364	1	205	277	58
Charge offs	(467)	—	(126)	(181)	—	—	(56)	—
Recoveries	200	—	6	90	—	—	56	—
Ending balance	\$ 8,455	\$ 615	\$ 890	\$ 8,013	\$ 35	\$ 1,131	\$ 1,444	\$ 83

(continued)	Warehouse Lines of Credit	Home Equity	Consumer RPG Loans	Credit Cards	Overdrafts	Purchased Whole Loans	Other Consumer	Total
Beginning balance	\$ 799	\$ 2,730	\$ 44	\$ 285	\$ 382	\$ 185	\$ 124	\$ 24,410
Provision for losses	185	172	1,130	184	116	248	4	3,322
Charge offs	—	(182)	(208)	(101)	(401)	(97)	(242)	(2,061)
Recoveries	—	113	261	47	238	1	276	1,288
Ending balance	\$ 984	\$ 2,833	\$ 1,227	\$ 415	\$ 335	\$ 337	\$ 162	\$ 26,959

Nine Months Ended September 30, 2014 (in thousands)	Residential Real Estate			Commercial				Lease
	Owner	Owner Occupied	Non Owner Occupied	Commercial Real Estate	Purchased Whole Loans	Construction & Land Developm	Commercial Industrial	Financing Receivables
	Occupied	Correspondent	Occupied	Real Estate	Whole Loans	Land Developm	Industrial	Receivables

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Beginning balance	\$ 7,816	—	\$ 1,023	\$ 8,309	\$ 34	\$ 1,296	\$ 1,089	—
Provision for losses	430	766	(121)	163	—	(277)	(68)	8
Charge offs	(580)	—	(157)	(739)	—	(18)	(20)	—
Recoveries	106	—	26	154	—	85	107	—
Ending balance	\$ 7,772	766	\$ 771	\$ 7,887	\$ 34	\$ 1,086	\$ 1,108	8

(continued)	Warehouse Lines of Credit	Home Equity	Consumer RPG Loans	Credit Cards	Overdrafts	Purchased Whole Loan	Other Consumer	Total
Beginning balance	\$ 449	\$ 2,396	\$ —	\$ 289	\$ 199	—	\$ 126	\$ 23,026
Provision for losses	232	518	(512)	41	177	189	(46)	1,500
Charge offs	—	(429)	(2)	(65)	(429)	—	(261)	(2,700)
Recoveries	—	143	558	27	305	—	280	1,791
Ending balance	\$ 681	\$ 2,628	\$ 44	\$ 292	\$ 252	189	\$ 99	\$ 23,617

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Non-performing Loans and Non-performing Assets

Detail of non-performing loans and non-performing assets follows:

(dollars in thousands)	September 30, 2015	December 31, 2014
Loans on non-accrual status(1)	\$ 23,143	\$ 23,337
Loans past due 90-days-or-more and still on accrual(2)	43	322
Total non-performing loans	23,186	23,659
Other real estate owned	2,832	11,243
Total non-performing assets	\$ 26,018	\$ 34,902

Credit Quality Ratios:

Non-performing loans to total loans	0.70	%	0.78	%
Non-performing assets to total loans (including OREO)	0.79	%	1.14	%
Non-performing assets to total assets	0.64	%	0.93	%

(1) Loans on non-accrual status include impaired loans.

(2) All loans past due 90-days-or-more and still accruing are PCI loans accounted for under ASC 310-30.

The following table presents the recorded investment in non-accrual loans and loans past due 90-days-or-more and still on accrual by class of loans:

(dollars in thousands)	Non-Accrual		Past Due 90-Days-or-More and Still Accruing Interest*	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Residential real estate:				
Owner occupied	\$ 12,581	\$ 10,903	\$ 43	\$ 322
Owner occupied - correspondent	—	—	—	—
Non owner occupied	983	2,352	—	—
Commercial real estate	5,331	6,151	—	—
Commercial real estate - purchased whole loans	—	—	—	—
Construction & land development	2,072	1,990	—	—
Commercial & industrial	199	169	—	—
Lease financing receivables	—	—	—	—
Warehouse lines of credit	—	—	—	—

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Home equity	1,886	1,678	—	—
Consumer:				
RPG loans	—	—	—	—
Credit cards	—	—	—	—
Overdrafts	—	—	—	—
Purchased whole loans	—	—	—	—
Other consumer	91	94	—	—
Total	\$ 23,143	\$ 23,337	\$ 43	\$ 322

* For all periods presented, loans past due 90-days-or-more and still on accrual consist entirely of PCI loans.

Non-accrual loans and loans past due 90-days-or-more and still on accrual include both smaller balance, primarily retail, homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. Non-accrual loans are typically returned to accrual status when all the principal and interest amounts contractually due are brought current and held current for nine consecutive months and future contractual payments are reasonably assured. Troubled Debt Restructurings (“TDRs”) on non-accrual status are reviewed for return to accrual status on an individual basis, with additional consideration given to performance under the modified terms.

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Delinquent Loans

The following tables present the aging of the recorded investment in loans by class of loans:

September 30, 2015 (dollars in thousands)	30 - 59 Days Delinquent	60 - 89 Days Delinquent	90 or More Days Delinquent*	Total Delinquent	Total Not Delinquent	Total
Residential real estate:						
Owner occupied	\$ 2,400	\$ 1,589	\$ 2,975	\$ 6,964	\$ 1,082,249	\$ 1,089,213
Owner occupied - correspondent	—	—	—	—	246,122	246,122
Non owner occupied	—	74	—	74	108,652	108,726
Commercial real estate	39	321	174	534	826,520	827,054
Commercial real estate - purchased whole loans	—	—	—	—	35,473	35,473
Construction & land development	—	—	1,500	1,500	53,073	54,573
Commercial & industrial	199	20	—	219	224,250	224,469
Lease financing receivables	—	—	—	—	7,931	7,931
Warehouse lines of credit	—	—	—	—	393,548	393,548
Home equity	447	215	1,316	1,978	275,800	277,778
Consumer:						
RPG loans	330	55	—	385	4,742	5,127
Credit cards	30	24	—	54	11,630	11,684
Overdrafts	165	—	—	165	805	970
Purchased whole loans	—	9	8	17	5,324	5,341
Other consumer	91	15	—	106	9,759	9,865
Total	\$ 3,701	\$ 2,322	\$ 5,973	\$ 11,996	\$ 3,285,878	\$ 3,297,874
Delinquency ratio**	0.11 %	0.07 %	0.18 %	0.36 %		

December 31, 2014 (dollars in thousands)	30 - 59 Days Delinquent	60 - 89 Days Delinquent	90 or More Days Delinquent*	Total Delinquent	Total Not Delinquent	Total
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Residential real estate:

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Owner occupied	\$ 3,039	\$ 1,329	\$ 3,640	\$ 8,008	\$ 1,110,333	\$ 1,118,341
Owner occupied - correspondent	—	—	—	—	226,628	226,628
Non owner occupied	36	635	105	776	95,716	96,492
Commercial real estate	585	—	2,387	2,972	769,337	772,309
Commercial real estate - purchased whole loans	—	—	—	—	34,898	34,898
Construction & land development	—	—	1,990	1,990	36,490	38,480
Commercial & industrial	211	—	—	211	157,128	157,339
Lease financing receivables	—	—	—	—	2,530	2,530
Warehouse lines of credit	—	—	—	—	319,431	319,431
Home equity	706	158	498	1,362	244,317	245,679
Consumer:						
RPG loans	107	34	—	141	3,954	4,095
Credit cards	124	10	—	134	9,439	9,573
Overdrafts	178	—	—	178	1,002	1,180
Purchased whole loans	12	—	—	12	4,614	4,626
Other consumer	38	29	—	67	8,827	8,894
Total	\$ 5,036	\$ 2,195	\$ 8,620	\$ 15,851	\$ 3,024,644	\$ 3,040,495
Delinquency ratio**	0.17 %	0.07 %	0.28 %	0.52 %		

* All loans, excluding PCI loans, 90-days-or-more past due as of September 30, 2015 and December 31, 2014 were on non-accrual status.

** Represents total loans past due by aging category divided by total loans.

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Impaired Loans

The Bank defines impaired loans as follows:

- All loans internally rated as “Substandard,” “Doubtful” or “Loss”;
- All loans internally rated in a PCI category with cash flows that have deteriorated from management’s initial acquisition day estimate;
 - All loans on non-accrual status and non-PCI loans past due 90 days-or-more still on accrual;
- All retail and commercial TDRs; and
- Any other situation where the full collection of the total amount due for a loan is improbable or otherwise meets the definition of impaired.

See the section titled “Credit Quality Indicators” in this section of the filing for additional discussion regarding the Bank’s loan classification structure.

Information regarding the Bank’s impaired loans follows:

(in thousands)	September 30, 2015	December 31, 2014
Loans with no allocated allowance for loan losses	\$ 28,445	\$ 32,560
Loans with allocated allowance for loan losses	43,920	53,620
Total impaired loans	\$ 72,365	\$ 86,180
Amount of the allowance for loan losses allocated	\$ 5,966	\$ 5,564

Approximately \$7 million and \$10 million of impaired loans at September 30, 2015 and December 31, 2014 were PCI loans. Approximately \$3 million and \$6 million of impaired loans at September 30, 2015 and December 31, 2014 were formerly PCI loans which became classified as “Impaired” through a post-acquisition troubled debt restructuring.

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The following tables present the balance in the Allowance and the recorded investment in loans by portfolio class based on impairment method as of September 30, 2015 and December 31, 2014:

September 30, 2015 (in thousands)	Residential Real Estate			Commercial Real Estate	Commercial Real Estate - Purchased Construction & Commercial & Financing			Lease Receivable
	Owner Occupied	Owner Occupied	Non Owner Occupied		Commercial Real Estate	Commercial Purchased	Construction & Land Development	
Allowance:								
Ending Allowance								
Balance:								
Loans individually evaluated for impairment, including PCI loans	\$ 4,069	\$ —	\$ 110	\$ 740	\$ —	\$ 164	\$ 204	\$ —
Loans collectively evaluated for impairment	4,318	615	709	6,954	35	967	1,118	83
PCI loans with post acquisition impairment	68	—	71	319	—	—	122	—
PCI loans without post acquisition impairment	—	—	—	—	—	—	—	—
Total ending allowance:	\$ 8,455	\$ 615	\$ 890	\$ 8,013	\$ 35	\$ 1,131	\$ 1,444	\$ 83
Loans:								
Impaired loans								
Balance:								
Loans individually evaluated, including PCI loans	\$ 38,138	\$ —	\$ 2,882	\$ 15,044	\$ —	\$ 2,730	\$ 3,608	\$ —
Loans collectively evaluated for impairment	1,050,145	246,122	104,768	802,059	35,473	51,808	219,629	7,931
PCI loans with post acquisition impairment	394	—	1,076	4,832	—	—	1,170	—
	536	—	—	5,119	—	35	62	—

PCI loans without
post acquisition
impairment

Total ending loan
allowance

\$ 1,089,213 \$ 246,122 \$ 108,726 \$ 827,054 \$ 35,473 \$ 54,573 \$ 224,469 \$ 7,931

(continued)	Warehouse Lines of Credit	Home Equity	Consumer RPG Loans	Credit Cards	Purchased Overdrafts	Other Loan	Consumer	Total
Allowance: Ending Allowance balance: Individually evaluated for impairment, excluding PCI loans	\$ —	\$ 50	\$ —	\$ —	\$ —	\$ —	\$ 49	\$ 5,386
Collectively evaluated for impairment PCI loans with post acquisition impairment	984	2,783	1,227	415	335	337	113	20,993
PCI loans without post acquisition impairment	—	—	—	—	—	—	—	580
Total ending Allowance:	\$ 984	\$ 2,833	\$ 1,227	\$ 415	\$ 335	\$ 337	\$ 162	\$ 26,959
Loans: Impaired loans individually evaluated, excluding PCI loans	\$ —	\$ 2,391	\$ —	\$ —	\$ —	\$ —	\$ 100	\$ 64,893
Loans collectively evaluated	393,548	275,387	5,127	11,684	970	5,341	9,765	3,219,757

for impairment PCI loans with post acquisition impairment	—	—	—	—	—	—	—	7,472
PCI loans without post acquisition impairment	—	—	—	—	—	—	—	5,752
Total ending loan balance	\$ 393,548	\$ 277,778	\$ 5,127	\$ 11,684	\$ 970	\$ 5,341	\$ 9,865	\$ 3,297,874

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December 31, 2014 (in thousands)	Residential Real Estate			Commercial Real Estate - Purchased	Commercial Real Estate - Construction & Land Developm	Commercial & Industrial	Lease & Financial Receivab	
	Owner Occupied	Owner Occupied	Non Owner Occupied					
Allowance:								
Ending Allowance								
Balance:								
Individually valuated for impairment, excluding PCI loans	\$ 3,251	\$ —	\$ 101	\$ 913	\$ —	\$ 187	\$ 302	\$ —
Collectively valuated for impairment	5,264	567	672	6,462	34	739	800	25
PCI loans with post acquisition impairment	50	—	64	365	—	—	65	—
PCI loans without post acquisition impairment	—	—	—	—	—	—	—	—
Total ending Allowance:	\$ 8,565	\$ 567	\$ 837	\$ 7,740	\$ 34	\$ 926	\$ 1,167	\$ 25
Loans:								
Impaired loans								
Individually valuated, excluding PCI loans	\$ 41,265	\$ —	\$ 3,388	\$ 22,521	\$ —	\$ 2,627	\$ 4,319	\$ —
Loans collectively valuated for impairment	1,075,871	226,628	91,395	736,965	34,898	35,357	151,776	2,530
PCI loans with post acquisition impairment	725	—	1,554	6,341	—	—	1,158	—
PCI loans without post acquisition impairment	480	—	155	6,482	—	496	86	—
Total ending loan balance	\$ 1,118,341	\$ 226,628	\$ 96,492	\$ 772,309	\$ 34,898	\$ 38,480	\$ 157,339	\$ 2,530

(continued)	Warehouse Lines of Credit	Home Equity	Consumer RPG Loans	Credit Cards	Overdrafts	Purchased Whole Loans	Other Consumer	Total
Allowance: Ending Allowance balance: Individually evaluated for impairment, excluding PCI loans	\$ —	\$ 225	\$ —	\$ —	\$ —	\$ —	\$ 40	\$ 5,019
Collectively evaluated for impairment PCI loans with post acquisition impairment	799	2,505	44	285	382	185	83	18,846
PCI loans without post acquisition impairment	—	—	—	—	—	—	1	545
	—	—	—	—	—	—	—	—
Total ending Allowance:	\$ 799	\$ 2,730	\$ 44	\$ 285	\$ 382	\$ 185	\$ 124	\$ 24,410
Loans: Impaired loans individually evaluated, excluding PCI loans	\$ —	\$ 2,220	\$ —	\$ —	\$ —	\$ —	\$ 52	\$ 76,392
Loans collectively evaluated for impairment PCI loans with post acquisition impairment	319,431	243,459	4,095	9,573	1,180	4,626	8,829	2,946,613
	—	—	—	—	—	—	10	9,788

PCI loans without post acquisition impairment	—	—	—	—	—	—	3	7,702
Total ending loan balance	\$ 319,431	\$ 245,679	\$ 4,095	\$ 9,573	\$ 1,180	\$ 4,626	\$ 8,894	\$ 3,040,495

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The following tables present loans individually evaluated for impairment by class of loans as of September 30, 2015 and December 31, 2014 and for the three and nine months ended September 30, 2015 and 2014. The difference between the “Unpaid Principal Balance” and “Recorded Investment” columns represents life-to-date partial write downs/charge offs taken on individual impaired credits.

(in thousands)	As of September 30, 2015			Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015		
	Unpaid Principal Balance	Recorded Investment	Allowance Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis		Interest Income Recognized	Cash Basis
						Interest Income Recognized	Interest Income Recognized		
Impaired loans with no related allowance recorded:									
Residential real estate:									
Owner occupied	\$ 12,932	\$ 12,069	\$ —	\$ 12,404	\$ 12	\$ —	\$ 9,142	\$ 46	\$ —
Owner occupied - correspondent	—	—	—	—	—	—	—	—	—
Non owner occupied	2,021	2,021	—	2,210	8	—	2,306	25	—
Commercial real estate	9,137	8,474	—	8,939	78	—	12,029	228	—
Commercial real estate - purchased whole loans	—	—	—	—	—	—	—	—	—
Construction & land development	2,071	2,071	—	2,096	1	—	2,115	4	—
Commercial & industrial	1,533	1,533	—	1,546	24	—	2,663	74	—
Lease financing receivables	—	—	—	—	—	—	—	—	—
Warehouse lines of credit	—	—	—	—	—	—	—	—	—
Home equity	2,406	2,232	—	2,374	6	—	2,154	17	—
Consumer:									
RPG loans	—	—	—	—	—	—	—	—	—
Credit cards	—	—	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—	—	—

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Purchased whole loans	—	—	—	—	—	—	—	—	—
Other consumer	45	45	—	42	—	—	32	—	—
Impaired loans with an allowance recorded:									
Residential real estate:									
Owner occupied	26,512	26,463	4,137	26,984	219	—	31,403	657	—
Owner occupied - correspondent	—	—	—	—	—	—	—	—	—
Non owner occupied	1,937	1,937	181	1,947	24	—	2,384	72	—
Commercial real estate	11,444	11,402	1,059	11,706	96	—	11,906	288	—
Commercial real estate - purchased whole loans	—	—	—	—	—	—	—	—	—
Construction & land development	659	659	164	663	9	—	622	27	—
Commercial & industrial	3,245	3,245	326	3,278	47	—	2,360	142	—
Lease financing receivables	—	—	—	—	—	—	—	—	—
Warehouse lines of credit	—	—	—	—	—	—	—	—	—
Home equity	164	159	50	151	1	—	336	2	—
Consumer:									
RPG loans	—	—	—	—	—	—	—	—	—
Credit cards	—	—	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—	—	—
Purchased whole loans	—	—	—	—	—	—	—	—	—
Other consumer	55	55	49	56	—	—	55	—	—
Total impaired loans	\$ 74,161	\$ 72,365	\$ 5,966	\$ 74,396	\$ 525	\$ —	\$ 79,507	\$ 1,582	\$ —

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(in thousands)	As of December 31, 2014			Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014			Cash Basis
	Unpaid Principal Balance	Recorded Investment	Allowance Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
Impaired loans with no related allowance recorded:									
Residential real estate:									
Owner occupied	\$ 6,598	\$ 6,196	\$ —	\$ 6,717	\$ 66	\$ —	\$ 6,838	\$ 190	\$ —
Owner occupied - correspondent	—	—	—	—	—	—	—	—	—
Non owner occupied	2,368	2,215	—	1,731	11	—	1,518	36	—
Commercial real estate	17,282	16,248	—	15,682	95	—	17,985	434	—
Commercial real estate - purchased whole loans	—	—	—	—	—	—	—	—	—
Construction & land development	2,144	2,144	—	2,123	3	—	2,103	6	—
Commercial & industrial	3,943	3,943	—	4,019	31	—	4,126	181	—
Lease financing receivables	—	—	—	—	—	—	—	—	—
Warehouse lines of credit	—	—	—	—	—	—	—	—	—
Home equity	1,969	1,814	—	1,802	11	—	1,780	27	—
Consumer:									
RPG loans	—	—	—	—	—	—	—	—	—
Credit cards	—	—	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—	—	—
Purchased whole loans	—	—	—	—	—	—	—	—	—
Other consumer	—	—	—	—	—	—	5	—	—
Impaired loans with an allowance									

recorded:									
Residential									
real estate:									
Owner									
occupied	36,361	35,794	3,301	34,919	246	—	34,697	737	—
Owner									
occupied -									
correspondent	—	—	—	—	—	—	—	—	—
Non owner									
occupied	2,755	2,727	165	4,811	51	—	5,700	149	—
Commercial									
real estate	12,653	12,614	1,278	17,479	186	—	20,338	499	—
Commercial									
real estate -									
purchased									
whole loans	—	—	—	—	—	—	—	—	—
Construction &									
land									
development	483	483	187	498	6	—	546	17	—
Commercial &									
industrial	1,534	1,534	367	1,374	18	—	1,579	78	—
Lease									
financing									
receivables	—	—	—	—	—	—	—	—	—
Warehouse									
lines of credit	—	—	—	—	—	—	—	—	—
Home equity	452	406	225	436	—	—	588	—	—
Consumer:									
RPG loans	—	—	—	—	—	—	—	—	—
Credit cards	—	—	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—	—	—
Purchased									
whole loans	—	—	—	—	—	—	—	—	—
Other									
consumer	62	62	41	69	1	—	77	1	—
Total impaired									
loans	\$ 88,604	\$ 86,180	\$ 5,564	\$ 91,660	\$ 725	\$ —	\$ 97,880	\$ 2,355	\$ —

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Troubled Debt Restructurings

A TDR is the situation where, due to a borrower's financial difficulties, the Bank grants a concession to the borrower that the Bank would not otherwise have considered. 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 their debt in the foreseeable future without the modification. This evaluation is performed in accordance with the Bank's internal underwriting policy.

All TDRs are considered "Impaired," including PCI loans restructured post-acquisition. The majority of the Bank's commercial related and construction TDRs involve a restructuring of financing terms such as a reduction in the payment amount to require only interest and escrow (if required) and/or extending the maturity date of the debt. The substantial majority of the Bank's residential real estate TDR concessions involve reducing the client's loan payment through a rate reduction for a set period of time based on the borrower's ability to service the modified loan payment. Retail loans may also be classified as TDRs due to legal modifications, such as bankruptcies.

Non-accrual loans modified as TDRs typically remain on non-accrual status and continue to be reported as non-performing loans for a minimum of six months. Accruing loans modified as TDRs are evaluated for non-accrual status based on a current evaluation of the borrower's financial condition and ability and willingness to service the modified debt. At September 30, 2015 and December 31, 2014, \$15 million and \$14 million of TDRs were on non-accrual status.

Detail of TDRs differentiated by loan type and accrual status follows:

	Troubled Debt Restructurings on Non-Accrual Status		Troubled Debt Restructurings on Accrual Status		Total Troubled Debt Restructurings	
	Number of	Recorded	Number of	Recorded	Number of	Recorded
September 30, 2015 (dollars in thousands)	Loans	Investment	Loans	Investment	Loans	Investment
Residential real estate	73	\$ 7,421	234	\$ 27,969	307	\$ 35,390
Commercial real estate	11	5,160	18	9,465	29	14,625
Construction & land development	3	2,072	5	658	8	2,730
Commercial & industrial	1	198	7	3,409	8	3,607
Total troubled debt restructurings	88	\$ 14,851	264	\$ 41,501	352	\$ 56,352

	Troubled Debt Restructurings on Non-Accrual Status		Troubled Debt Restructurings on Accrual Status		Total Troubled Debt Restructurings	
	Number of	Recorded	Number of	Recorded	Number of	Recorded
December 31, 2014 (dollars in thousands)	Loans	Investment	Loans	Investment	Loans	Investment
Residential real estate	74	\$ 7,166	250	\$ 31,966	324	\$ 39,132
Commercial real estate	8	5,030	30	14,502	38	19,532
Construction & land development	2	1,990	6	637	8	2,627
Commercial & industrial	—	—	8	3,975	8	3,975
Total troubled debt restructurings	84	\$ 14,186	294	\$ 51,080	378	\$ 65,266

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The Bank considers a TDR to be performing to its modified terms if the loan is in accrual status and not past due 30 days or more as of the reporting date. A summary of the categories of TDR loan modifications outstanding and respective performance under modified terms at September 30, 2015 and December 31, 2014 follows:

	Troubled Debt Restructurings Performing to Modified Terms		Troubled Debt Restructurings Not Performing to Modified Terms		Total Troubled Debt Restructurings	
	Number of	Recorded	Number of	Recorded	Number of	Recorded
September 30, 2015 (dollars in thousands)	Loans	Investment	Loans	Investment	Loans	Investment
Residential real estate loans (including home equity loans):						
Interest only payments	2	\$ 635	—	\$ —	2	\$ 635
Rate reduction	185	24,653	42	5,657	227	30,310
Principal deferral	10	833	6	750	16	1,583
Legal modifications	33	1,490	29	1,372	62	2,862
Total residential TDRs	230	27,611	77	7,779	307	35,390
Commercial related and construction/land development loans:						
Interest only payments	6	1,542	1	496	7	2,038
Rate reduction	11	6,605	5	2,366	16	8,971
Principal deferral	13	5,536	9	4,417	22	9,953
Total commercial TDRs	30	13,683	15	7,279	45	20,962
Total troubled debt restructurings	260	\$ 41,294	92	\$ 15,058	352	\$ 56,352
December 31, 2014 (dollars in thousands)						
Residential real estate loans (including home equity loans):						
Interest only payments	2	\$ 218	4	\$ 389	6	\$ 607
Rate reduction	173	25,080	61	7,376	234	32,456

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Principal deferral	12	1,408	5	349	17	1,757
Legal modifications	33	2,675	34	1,637	67	4,312
Total residential TDRs	220	29,381	104	9,751	324	39,132
Commercial related and construction/land development loans:						
Interest only payments						
Rate reduction	10	4,170	2	926	12	5,096
Principal deferral	19	9,043	3	1,915	22	10,958
Legal modifications	14	5,820	6	4,260	20	10,080
Total commercial TDRs	43	19,033	11	7,101	54	26,134
Total troubled debt restructurings	263	\$ 48,414	115	\$ 16,852	378	\$ 65,266

As of September 30, 2015 and December 31, 2014, 73% and 74% of the Bank's TDRs were performing according to their modified terms. The Bank had provided \$5 million and \$4 million of specific reserve allocations to customers whose loan terms have been modified in TDRs as of September 30, 2015 and December 31, 2014. Specific reserve allocations are generally assessed prior to loans being modified as a TDR, as most of these loans migrate from the Bank's internal "watch list" and have been specifically provided for or reserved for as part of the Bank's normal loan and lease provisioning methodology. The Bank has not committed to lend any additional material amounts to its existing TDR relationships at September 30, 2015 or December 31, 2014.

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A summary of the categories of TDR loan modifications and respective performance as of September 30, 2015 and 2014 that were modified during the three months ended September 30, 2015 and 2014 follows:

	Troubled Debt Restructurings Performing to Modified Terms		Troubled Debt Restructurings Not Performing to Modified Terms		Total Troubled Debt Restructurings	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
September 30, 2015 (dollars in thousands)						
Residential real estate loans (including home equity loans):						
Interest only payments	—	\$ —	—	\$ —	—	\$ —
Rate reduction	2	195	—	—	2	195
Principal deferral	—	—	—	—	—	—
Legal modifications	2	130	1	63	3	193
Total residential TDRs	4	325	1	63	5	388
Commercial related and construction/land development loans:						
Interest only payments	—	—	—	—	—	—
Rate reduction	—	—	—	—	—	—
Principal deferral	—	—	1	1,621	1	1,621
Total commercial TDRs	—	—	1	1,621	1	1,621
Total troubled debt restructurings	4	\$ 325	2	\$ 1,684	6	\$ 2,009

	Troubled Debt Restructurings Performing to Modified Terms		Troubled Debt Restructurings Not Performing to Modified Terms		Total Troubled Debt Restructurings	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
September 30, 2014 (dollars in thousands)						
Residential real estate loans (including home equity loans):						
Interest only payments	—	\$ —	5	\$ 395	5	\$ 395
Rate reduction	3	358	2	127	5	485
Principal deferral	2	349	—	—	2	349
Legal modifications	4	149	2	198	6	347

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Total residential TDRs	9	856	9	720	18	1,576
Commercial related and construction/land development loans:						
Interest only payments	1	368	1	392	2	760
Rate reduction	2	2,374	—	—	2	2,374
Principal deferral	2	1,172	—	—	2	1,172
Total commercial TDRs	5	3,914	1	392	6	4,306
Total troubled debt restructurings	14	\$ 4,770	10	\$ 1,112	24	\$ 5,882

As of September 30, 2015 and 2014, 16% and 81% of the Bank's TDRs that occurred during the third quarters of 2015 and 2014 were performing according to their modified terms. The Bank provided \$9,000 and \$54,000 in specific reserve allocations to customers whose loan terms were modified in TDRs during the third quarters of 2015 and 2014. As stated above, specific reserves are generally assessed prior to loans being modified as a TDR, as most of these loans migrate from the Bank's internal watch list and have been specifically reserved for as part of the Bank's normal reserving methodology.

There were no significant changes between the pre and post modification loan balances for the three months ending September 30, 2015 and 2014.

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A summary of the categories of TDR loan modifications and respective performance as of September 30, 2015 and 2014 that were modified during the nine months ended September 30, 2015 and 2014 follows:

	Troubled Debt Restructurings Performing to Modified Terms		Troubled Debt Restructurings Not Performing to Modified Terms		Total Troubled Debt Restructurings	
	Number of	Recorded	Number of	Recorded	Number of	Recorded
September 30, 2015 (dollars in thousands)	Loans	Investment	Loans	Investment	Loans	Investment
Residential real estate loans (including home equity loans):						
Interest only payments	1	\$ 621	—	\$ —	1	\$ 621
Rate reduction	6	594	5	455	11	1,049
Principal deferral	—	—	2	46	2	46
Legal modifications	2	130	5	300	7	430
Total residential TDRs	9	1,345	12	801	21	2,146
Commercial related and construction/land development loans:						
Interest only payments	1	170	—	—	1	170
Rate reduction	1	825	—	—	1	825
Principal deferral	3	724	2	1,722	5	2,446
Total commercial TDRs	5	1,719	2	1,722	7	3,441
Total troubled debt restructurings	14	\$ 3,064	14	\$ 2,523	28	\$ 5,587

	Troubled Debt Restructurings Performing to Modified Terms		Troubled Debt Restructurings Not Performing to Modified Terms		Total Troubled Debt Restructurings	
	Number of	Recorded	Number of	Recorded	Number of	Recorded
September 30, 2014 (dollars in thousands)	Loans	Investment	Loans	Investment	Loans	Investment
Residential real estate loans (including home equity loans):						
Interest only payments	—	\$ —	5	\$ 397	5	\$ 397
Rate reduction	21	2,053	7	1,451	28	3,504
Principal deferral	6	468	1	29	7	497
Legal modifications	38	2,146	13	796	51	2,942

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Total residential TDRs	65	4,667	26	2,673	91	7,340
Commercial related and construction/land development loans:						
Interest only payments	3	672	1	392	4	1,064
Rate reduction	7	2,830	1	1,071	8	3,901
Principal deferral	4	1,420	1	1,744	5	3,164
Total commercial TDRs	14	4,922	3	3,207	17	8,129
Total troubled debt restructurings	79	\$ 9,589	29	\$ 5,880	108	\$ 15,469

As of September 30, 2015 and 2014, 55% and 62% of the Bank's TDRs that occurred during the first nine months of 2015 and 2014 were performing according to their modified terms. The Bank provided \$75,000 and \$142,000 in specific reserve allocations to customers whose loan terms were modified in TDRs during the first nine months of 2015 and 2014. As stated above, specific reserves are generally assessed prior to loans being modified as a TDR, as most of these loans migrate from the Bank's internal watch list and have been specifically reserved for as part of the Bank's normal reserving methodology.

There were no significant changes between the pre and post modification loan balances for the nine months ending September 30, 2015 and 2014.

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The following table presents loans by class modified as troubled debt restructurings within the previous twelve months of September 30, 2015 and 2014 and for which there was a payment default during the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015				
	Number of Loans	Recorded Investment Loans	2014 Number of Loans	Recorded Investment Loans	Number of Loans	Recorded Investment Loans	2014 Number of Loans	Recorded Investment Loans
Commercial real estate:								
Owner occupied	2	\$ 513	1	\$ 45	13	\$ 1,252	9	\$ 1,388
Owner occupied - nonresidential	—	—	—	—	—	—	—	—
Commercial real estate - nonresidential	—	—	6	589	—	—	6	589
Commercial real estate - purchased	4	2,306	2	467	4	2,306	3	1,537
Leases	—	—	—	—	—	—	—	—
Construction & development	—	—	—	—	—	—	1	1,500
Commercial & industrial	—	—	—	—	—	—	—	—
Finance	—	—	—	—	—	—	—	—
Leases	—	—	—	—	—	—	—	—
Warehouse	—	—	—	—	—	—	—	—
Lines of credit	—	—	—	—	—	—	—	—
Home equity	—	—	—	—	—	—	—	—
Consumer:								
Auto loans	—	—	—	—	—	—	—	—
Credit cards	—	—	—	—	—	—	—	—
overdrafts	—	—	—	—	—	—	—	—
Unsecured	—	—	—	—	—	—	—	—
Leases	—	—	—	—	—	—	—	—
Other	—	—	—	—	—	—	—	—
Consumer	—	—	—	—	—	—	—	—

6 \$ 2,819 9 \$ 1,101 17 \$ 3,558 19 \$ 5,014

The following table presents the carrying amount of foreclosed properties held at September 30, 2015 and December 31, 2014 as a result of the Bank obtaining physical possession of such properties:

(in thousands)	September 30, 2015	December 31, 2014
Residential real estate	\$ 863	\$ 3,209
Commercial real estate	1,486	3,324
Construction & land development	483	4,710
Total other real estate owned	\$ 2,832	\$ 11,243

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The following table presents the recorded investment in consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings were in process according to local requirements of the applicable jurisdiction as of September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015	December 31, 2014
Recorded investment in consumer residential real estate mortgage loans in the process of foreclosure	\$ 3,141	\$ 2,466

4. DEPOSITS

Ending deposit balances at September 30, 2015 and December 31, 2014 were as follows:

(in thousands)	September 30, 2015	December 31, 2014
Demand	\$ 739,786	\$ 691,787
Money market accounts	483,916	471,339
Brokered money market accounts	139,047	35,649
Savings	112,950	91,625
Individual retirement accounts*	35,673	28,771
Time deposits, \$250,000 and over*	43,713	56,556
Other certificates of deposit*	128,002	104,010
Brokered certificates of deposit*	46,868	75,876
Total interest-bearing deposits	1,729,955	1,555,613
Total non interest-bearing deposits	637,875	502,569
Total deposits	\$ 2,367,830	\$ 2,058,182

* Represents a time deposit.

5. FEDERAL HOME LOAN BANK (“FHLB”) ADVANCES

At September 30, 2015 and December 31, 2014, FHLB advances were as follows:

(dollars in thousands)	September 30, 2015	December 31, 2014
Overnight advances	\$ 182,000	\$ 198,000
Variable interest rate advance indexed to 3-Month LIBOR plus 0.14% due on December 19, 2015	10,000	10,000
Fixed interest rate advances with a weighted average interest rate of 1.68% due through 2023	419,500	399,500
Putable fixed interest rate advances with a weighted average interest rate of 4.39% due through 2017(1)	100,000	100,000
Total FHLB advances	\$ 711,500	\$ 707,500

(1) Represents putable advances with the FHLB. These advances have original fixed rate periods ranging from one to five years with original maturities ranging from three to ten years if not put back to the Bank earlier by the FHLB. At the end of their respective fixed rate periods and on a quarterly basis thereafter, the FHLB has the right to require payoff of the advances by the Bank at no penalty. Based on market conditions at this time, the Bank does not believe that any of its putable advances are likely to be “put back” to the Bank in the short-term by the FHLB.

Maximum outstanding at any month end
during the period

The following table illustrates real estate loans pledged to collateralize advances and letters of credit with the FHLB:

(in thousands)	September 30, 2015	December 31, 2014
First lien, single family residential real estate	\$ 1,342,005	\$ 1,333,811
Home equity lines of credit	262,747	103,064
Multi-family commercial real estate	18,068	12,682

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6. FAIR VALUE

Fair value represents the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Securities available for sale: Quoted market prices in an active market are available for the Bank's mutual fund investment and fall within Level 1 of the fair value hierarchy.

Except for the Bank's mutual fund investment and its private label mortgage backed security, the fair value of securities available for sale is typically determined by matrix pricing, which is a mathematical technique used widely 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).

The Bank's private label mortgage backed security remains illiquid, and as such, the Bank classifies this security as a Level 3 security in accordance with ASC Topic 820, "Fair Value Measurements and Disclosures." Based on this determination, the Bank utilized an income valuation model (present value model) approach in determining the fair value of this security.

See in this section of the filing under Footnote 2 “Investment Securities” for additional discussion regarding the Bank’s private label mortgage backed security.

Mortgage loans held for sale: The fair value of mortgage loans held for sale is determined using quoted secondary market prices. Mortgage loans held for sale are classified as Level 2 in the fair value hierarchy.

Derivative instruments: Mortgage Banking derivatives used in the ordinary course of business primarily consist of mandatory forward sales contracts (“forward contracts”) and interest rate lock loan commitments. The fair value of the Bank’s derivative instruments is primarily measured by obtaining pricing from broker-dealers recognized to be market participants. The pricing is derived from market observable inputs that can generally be verified and do not typically involve significant judgment by the Bank. Forward contracts and rate lock loan commitments are classified as Level 2 in the fair value hierarchy.

Interest rate swap agreements: Interest rate swaps are recorded at fair value on a recurring basis. The Company values its interest rate swaps using Bloomberg Valuation Service’s derivative pricing functions and therefore classifies such valuations as Level 2. Valuations of these interest rate swaps are also received from the relevant counterparty and validated against internal calculations. The Company has considered counterparty credit risk in the valuation of its interest rate swap assets and has considered its own credit risk in the valuation of its interest rate swap liabilities.

Impaired loans: Collateral dependent impaired loans generally reflect partial charge-downs to their respective fair value, which is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower’s financial statements or aging reports, adjusted or discounted based on management’s historical knowledge, changes in market conditions from the time of the valuation, and management’s expertise and knowledge of the client and client’s business, resulting in a Level 3 fair value classification. Collateral dependent loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

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Premises, held for sale: Premises held for sale are accounted for at the lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches, including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments may be significant and typically result in a Level 3 classification of the inputs for determining fair value.

Other real estate owned: Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches, including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments may be significant and typically result in a Level 3 classification of the inputs for determining fair value.

Appraisals for both collateral-dependent impaired loans, other real estate owned and premises held for sale are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Bank. Once the appraisal is received, a member of the Bank's Credit Administration Department reviews the assumptions and approaches utilized in the appraisal, as well as the overall resulting fair value in comparison with independent data sources, such as recent market data or industry-wide statistics. On at least an annual basis, the Bank performs a back test of collateral appraisals by comparing actual selling prices on recent collateral sales to the most recent appraisal of such collateral. Back tests are performed for each collateral class, e.g., residential real estate or commercial real estate, and may lead to additional adjustments to the value of unliquidated collateral of similar class.

Mortgage servicing rights: On at least a quarterly basis, MSR's are evaluated for impairment based upon the fair value of the MSR's as compared to carrying amount. If the carrying amount of an individual grouping exceeds fair value, impairment is recorded and the respective individual tranche is carried at fair value. If the carrying amount of an individual grouping does not exceed fair value, impairment is reversed if previously recognized and the carrying value of the individual tranche is based on the amortization method. The valuation model utilizes assumptions that market participants would use in estimating future net servicing income and that can generally be validated against available market data (Level 2).

Assets and liabilities measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014, including financial assets and liabilities for which the Bank has elected the fair value option, are summarized below:

Fair Value Measurements at
September 30, 2015 Using:

(in thousands)	Quoted Prices Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Financial assets:				
Securities available for sale:				
U.S. Treasury securities and U.S. Government agencies	\$ —	\$ 218,084	\$ —	\$ 218,084
Private label mortgage backed security	—	—	5,173	5,173
Mortgage backed securities - residential	—	100,936	—	100,936
Collateralized mortgage obligations	—	121,022	—	121,022
Freddie Mac preferred stock	—	269	—	269
Mutual fund	1,025	—	—	1,025
Corporate bonds	—	15,049	—	15,049
Total securities available for sale	\$ 1,025	\$ 455,360	\$ 5,173	\$ 461,558
Mortgage loans held for sale	\$ —	\$ 8,526	\$ —	\$ 8,526
Rate lock commitments	—	339	—	339
Interest rate swap agreements	—	510	—	510
Financial liabilities:				
Mandatory forward contracts	—	64	—	64
Interest rate swap agreements	—	1,418	—	1,418

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(in thousands)	Fair Value Measurements at December 31, 2014 Using:			Total Fair Value
	Quoted Prices for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial assets:				
Securities available for sale:				
U.S. Treasury securities and U.S. Government agencies	\$ —	\$ 146,922	\$ —	\$ 146,922
Private label mortgage backed security	—	—	5,250	5,250
Mortgage backed securities - residential	—	124,256	—	124,256
Collateralized mortgage obligations	—	143,171	—	143,171
Freddie Mac preferred stock	—	231	—	231
Mutual fund	1,018	—	—	1,018
Corporate bonds	—	15,063	—	15,063
Total securities available for sale	\$ 1,018	\$ 429,643	\$ 5,250	\$ 435,911
Mortgage loans held for sale	\$ —	\$ 6,388	\$ —	\$ 6,388
Rate lock commitments	—	250	—	250
Financial liabilities:				
Mandatory forward contracts	—	33	—	33
Interest rate swap agreements	—	488	—	488

All transfers between levels are generally recognized at the end of each quarter. There were no transfers into or out of Level 1, 2 or 3 assets during the three and nine months ended September 30, 2015 and 2014.

Private Label Mortgage Backed Security

The table below presents a reconciliation of the Bank's private label mortgage backed security. This is the only asset that was measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the periods ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Balance, beginning of period	\$ 5,231	\$ 5,461	\$ 5,250	\$ 5,485

Total gains or losses included in earnings:				
Net change in unrealized gain	(58)	65	(84)	434
Recovery of actual losses previously recorded	—	35	35	101
Principal paydowns	—	(224)	(28)	(683)
Balance, end of period	\$ 5,173	\$ 5,337	\$ 5,173	\$ 5,337

The fair value of the Bank’s single private label mortgage backed security is supported by analysis prepared by an independent third party. The third party’s approach to determining fair value involved several steps: 1) detailed collateral analysis of the underlying mortgages, including consideration of geographic location, original loan-to-value and the weighted average Fair Isaac Corporation (“FICO”) score of the borrowers; 2) collateral performance projections for each pool of mortgages underlying the security (probability of default, severity of default, and prepayment probabilities) and 3) discounted cash flow modeling.

The significant unobservable inputs in the fair value measurement of the Bank’s single private label mortgage backed security are prepayment rates, probability of default and loss severity in the event of default. Significant fluctuations in any of those inputs in isolation would result in a significantly lower/higher fair value measurement.

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The following table presents quantitative information about recurring Level 3 fair value measurements at September 30, 2015 and December 31, 2014:

September 30, 2015 (dollars in thousands)	Fair	Valuation	Unobservable Inputs	Range
	Value	Technique		
Private label mortgage backed security	\$ 5,173	Discounted cash flow	(1) Constant prepayment rate	0.0% - 6.5%
			(2) Probability of default	3.0% - 10.0%
			(2) Loss severity	60% - 90%
December 31, 2014 (dollars in thousands)	Fair	Valuation	Unobservable Inputs	Range
	Value	Technique		
Private label mortgage backed security	\$ 5,250	Discounted cash flow	(1) Constant prepayment rate	0.5% - 6.5%
			(2) Probability of default	3.0% - 6.2%
			(2) Loss severity	60% - 75%

Mortgage Loans Held for Sale

The Bank has elected the fair value option for mortgage loans held for sale. These loans are intended for sale and the Bank believes that the fair value is the best indicator of the resolution of these loans. Interest income is recorded based on the contractual terms of the loan and in accordance with Bank policy for such instruments. None of these loans were past due 90-days-or-more nor on nonaccrual as of September 30, 2015 and December 31, 2014.

As of September 30, 2015 and December 31, 2014, the aggregate fair value, contractual balance, and gain or loss was as follows:

(in thousands)	September 30, 2015	December 31, 2014
Aggregate fair value	\$ 8,526	\$ 6,388
Contractual balance	8,296	6,265
Gain	230	123

The total amount of gains and losses from changes in fair value included in earnings for the three and nine months ended September 30, 2015 and 2014 for mortgage loans held for sale are presented in the following table:

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Interest income	\$ 67	\$ 38	\$ 180	\$ 133
Change in fair value	10	(65)	107	59
Total included in earnings	\$ 77	\$ (27)	\$ 287	\$ 192

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Assets measured at fair value on a non-recurring basis as of September 30, 2015 and December 31, 2014 are summarized below:

(in thousands)	Fair Value Measurements at September 30, 2015 Using:			Total Fair Value
	Quoted Prices for Identifiable Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Impaired loans:				
Residential real estate:				
Owner occupied	\$ —	\$ —	\$ 4,238	\$ 4,238
Non owner occupied	—	—	689	689
Commercial real estate	—	—	3,411	3,411
Home equity	—	—	1,276	1,276
Total impaired loans*	\$ —	\$ —	\$ 9,614	\$ 9,614
Other real estate owned:				
Residential real estate	\$ —	\$ —	\$ 135	\$ 135
Commercial real estate	—	—	1,425	1,425
Construction & land development	—	—	483	483
Total other real estate owned	\$ —	\$ —	\$ 2,043	\$ 2,043
Premises, held for sale	\$ —	\$ —	\$ 1,218	\$ 1,218

(in thousands)	Fair Value Measurements at December 31, 2014 Using:			Total Fair Value
	Quoted Prices for Identifiable Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Impaired loans:				
Residential real estate:				
Owner occupied	\$ —	\$ —	\$ 1,678	\$ 1,678
Non owner occupied	—	—	702	702
Commercial real estate	—	—	6,122	6,122
Home equity	—	—	1,346	1,346
Total impaired loans*	\$ —	\$ —	\$ 9,848	\$ 9,848

Other real estate owned:				
Residential real estate	\$ —	\$ —	\$ 1,916	\$ 1,916
Commercial real estate	—	—	2,845	2,845
Construction & land development	—	—	4,427	4,427
Total other real estate owned	\$ —	\$ —	\$ 9,188	\$ 9,188
Premises, held for sale	\$ —	\$ —	\$ 1,317	\$ 1,317

* The impaired loan balances in the above two tables exclude TDRs which are not collateral dependent. The difference between the carrying value and the fair value of impaired loans measured at fair value is reconciled in a subsequent table of this Footnote 6 and represents estimated selling costs to liquidate the underlying collateral on such debt.

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The following tables present quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at September 30, 2015 and December 31, 2014:

September 30, 2015 (dollars in thousands)	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Impaired loans - residential real estate owner occupied	\$ 4,238	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 53% (8%)
Impaired loans - residential real estate non owner occupied	\$ 689	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 1% (1%)
Impaired loans - commercial real estate	\$ 1,790	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 58% (19%)
Impaired loans - commercial real estate	\$ 1,621	Income approach	Adjustments for differences between net operating income expectations	17% (17%)
Impaired loans - home equity	\$ 1,276	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 29% (20%)
Other real estate owned - residential real estate	\$ 135	Sales comparison approach	Adjustments determined for differences between comparable sales	10% (10%)
Other real estate owned - commercial real estate	\$ 1,425	Sales comparison approach	Adjustments determined for differences between comparable sales	3% - 17% (13%)
Other real estate owned - construction & land development	\$ 483	Sales comparison approach	Adjustments determined for differences between comparable sales	37% - 43% (41%)
Premises, held for sale	\$ 1,218	Sales comparison approach	Adjustments determined for differences between comparable sales	5% (5%)

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December 31, 2014 (dollars in thousands)	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Impaired loans - residential real estate owner occupied	\$ 1,678	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 33% (7%)
Impaired loans - residential real estate non owner occupied	\$ 702	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 33% (18%)
Impaired loans - commercial real estate	\$ 2,615	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 9% (2%)
Impaired loans - commercial real estate	\$ 3,507	Income approach	Adjustments for differences between net operating income expectations	3% - 37% (22%)
Impaired loans - home equity	\$ 1,346	Sales comparison approach	Adjustments determined for differences between comparable sales	0% - 35% (12%)
Other real estate owned - residential real estate	\$ 1,916	Sales comparison approach	Adjustments determined for differences between comparable sales	9% - 23% (19%)
Other real estate owned - commercial real estate	\$ 1,378	Sales comparison approach	Adjustments determined for differences between comparable sales	11% - 14% (13%)
Other real estate owned - commercial real estate	\$ 1,467	Income approach	Adjustments for differences between net operating income expectations	19% (19%)
Other real estate owned - construction & land development	\$ 2,000	Sales comparison approach	Adjustments determined for differences between comparable sales	13% - 70% (38%)
Other real estate owned - construction & land development	\$ 2,427	Income approach	Adjustments for differences between net operating income expectations	8% - 9% (8%)
Premises, held for sale	\$ 1,317	Sales comparison approach	Adjustments determined for differences between comparable sales	1% (1%)

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The following section details impairment charges recognized during the period:

Impaired Loans

Collateral dependent impaired loans are generally measured for impairment using the fair value of the underlying collateral. The Bank's practice is to obtain new or updated appraisals on the loans subject to the initial impairment review and then to evaluate the need for an update to this value on an as necessary or possibly annual basis thereafter (depending on the market conditions impacting the value of the collateral). The Bank may discount the appraisal amount as necessary for selling costs and past due real estate taxes. If a new or updated appraisal is not available at the time of a loan's impairment review, the Bank may apply a discount to the existing value of an old appraisal to reflect the property's current estimated value if it is believed to have deteriorated in either: (i) the physical or economic aspects of the subject property or (ii) material changes in market conditions. The impairment review generally results in a partial charge-off of the loan if fair value less selling costs are below the loan's carrying value. Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

Collateral dependent impaired loans measured for impairment using the fair value of the underlying collateral follows:

(in thousands)	September 30, 2015	December 31, 2014
Carrying amount of loans measured at fair value	\$ 8,818	\$ 8,343
Estimated selling costs considered in carrying amount	869	1,505
Valuation allowance	(73)	—
Total fair value	\$ 9,614	\$ 9,848

Provisions for loss on collateral dependent impaired loans follow:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Provisions for loss on collateral dependent impaired loans	\$ 17	\$ —	\$ 73	\$ —

Other Real Estate Owned

Other real estate owned, which is carried at the lower of cost or fair value, is periodically assessed for impairment based on fair value at the reporting date. Fair value is determined from external appraisals using judgments and estimates of external professionals. Many of these inputs are not observable and, accordingly, these measurements are classified as Level 3.

Details of other real estate owned carrying value and write downs follow:

(in thousands)	September 30, 2015	December 31, 2014
Other real estate carried at fair value	\$ 2,043	\$ 9,188
Other real estate carried at cost	789	2,055
Total carrying value of other real estate owned	\$ 2,832	\$ 11,243

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Other real estate owned write-downs during the period	\$ 312	\$ 825	\$ 1,016	\$ 2,042

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Premises, Held for Sale

The Company closed its Hudson, Florida banking center on January 16, 2015. The Hudson premises were held for sale at September 30, 2015 and December 31, 2014 and carried at \$1 million, its fair value less estimated selling costs. Fair value was determined from an external appraisal using judgments and estimates. Many of these inputs are not observable and, accordingly, these measurements are classified as Level 3.

The Hudson premises were written down \$33,000 and \$99,000 during the three and nine months ended September 30, 2015, respectively, with no similar write-downs for the same periods in 2014.

Mortgage Servicing Rights

MSRs are carried at lower of cost or fair value. No MSRs were carried at fair value at September 30, 2015 and December 31, 2014.

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The carrying amounts and estimated fair values of all financial instruments, at September 30, 2015 and December 31, 2014 follows:

(in thousands)	Carrying Value	Fair Value Measurements at September 30, 2015:			Total Fair Value
		Level 1	Level 2	Level 3	
Assets:					
Cash and cash equivalents	\$ 90,731	\$ 90,731	\$ —	\$ —	\$ 90,731
Securities available for sale	461,558	1,025	455,360	5,173	461,558
Securities to be held to maturity	41,041	—	41,601	—	41,601
Mortgage loans held for sale, at fair value	8,526	—	8,526	—	8,526
Other loans held for sale, at the lower of cost or fair value	3,800	—	3,800	—	3,800
Loans, net	3,270,915	—	—	3,315,082	3,315,082
Federal Home Loan Bank stock	28,208	—	—	—	NA
Accrued interest receivable	9,035	—	9,035	—	9,035
Liabilities:					
Non interest-bearing deposits	637,875	—	637,875	—	637,875
Transaction deposits	1,475,699	—	1,475,699	—	1,475,699
Time deposits	254,256	—	255,490	—	255,490
Securities sold under agreements to repurchase and other short-term borrowings	309,624	—	309,624	—	309,624
Federal Home Loan Bank advances	711,500	—	725,442	—	725,442
Subordinated note	41,240	—	39,005	—	39,005
Accrued interest payable	1,167	—	1,167	—	1,167

(in thousands)	Carrying Value	Fair Value Measurements at December 31, 2014:			Total Fair Value
		Level 1	Level 2	Level 3	
Assets:					
Cash and cash equivalents	\$ 72,878	\$ 72,878	\$ —	\$ —	\$ 72,878
Securities available for sale	435,911	1,018	429,643	5,250	435,911

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Securities to be held to maturity	45,437	—	45,807	—	45,807
Mortgage loans held for sale, at fair value	6,388	—	6,388	—	6,388
Loans, net	3,016,085	—	—	3,045,443	3,045,443
Federal Home Loan Bank stock	28,208	—	—	—	NA
Accrued interest receivable	8,807	—	8,807	—	8,807
Liabilities:					
Non interest-bearing deposits	502,569	—	502,569	—	502,569
Transaction deposits	1,290,400	—	1,290,400	—	1,290,400
Time deposits	265,213	—	265,858	—	265,858
Securities sold under agreements to repurchase and other short-term borrowings	356,108	—	356,108	—	356,108
Federal Home Loan Bank advances	707,500	—	721,346	—	721,346
Subordinated note	41,240	—	41,198	—	41,198
Accrued interest payable	1,262	—	1,262	—	1,262

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the Bank's estimates.

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The assumptions used in the estimation of the fair value of the Company's financial instruments are explained below. Where quoted market prices are not available, fair values are based on estimates using discounted cash flow and other valuation techniques. Discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following fair value estimates cannot be substantiated by comparison to independent markets and should not be considered representative of the liquidation value of the Company's financial instruments, but rather a good-faith estimate of the fair value of financial instruments held by the Company.

In addition to those previously disclosed, the following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

Cash and cash equivalents — The carrying amounts of cash and short-term instruments approximate fair values and are classified as Level 1.

Other loans held for sale, at the lower of cost or fair value – Other loans held for sale constitute short-term consumer loans generally sold within two business days of origination. The carrying amounts of these loans, due to their short-term nature, approximate fair value, resulting in a Level 2 classification.

Loans, net of Allowance — The fair value of loans is calculated using discounted cash flows by loan type resulting in a Level 3 classification. The discount rate used to determine the present value of the loan portfolio is an estimated market rate that reflects the credit and interest rate risk inherent in the loan portfolio without considering widening credit spreads due to market illiquidity. The estimated maturity is based on the Bank's historical experience with repayments adjusted to estimate the effect of current market conditions. The Allowance is considered a reasonable discount for credit risk. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Federal Home Loan Bank stock — It is not practical to determine the fair value of FHLB stock due to restrictions placed on its transferability.

Accrued interest receivable/payable — The carrying amounts of accrued interest, due to their short-term nature, approximate fair value resulting in a Level 2 classification.

Deposits — Fair values for time deposits have been determined using discounted cash flows. The discount rate used is based on estimated market rates for deposits of similar remaining maturities and are classified as Level 2. The carrying amounts of all other deposits, due to their short-term nature, approximate their fair values and are also

classified as Level 2.

Securities sold under agreements to repurchase and other short-term borrowings — The carrying amount for securities sold under agreements to repurchase and other short-term borrowings generally maturing within ninety days approximates its fair value resulting in a Level 2 classification.

Federal Home Loan Bank advances — The fair value of the FHLB advances is obtained from the FHLB and is calculated by discounting contractual cash flows using an estimated interest rate based on the current rates available to the Company for debt of similar remaining maturities and collateral terms resulting in a Level 2 classification.

Subordinated note — The fair value for subordinated debentures is calculated using discounted cash flows based upon current market spreads to London Interbank Borrowing Rate (“LIBOR”) for debt of similar remaining maturities and collateral terms resulting in a Level 2 classification.

Other assets/liabilities – Other assets and liabilities consist of interest rate swap agreements and other derivative assets and liabilities previously described above.

The fair value estimates presented herein are based on pertinent information available to management as of the respective period ends. Although management is not aware of any factors that would dramatically affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and, therefore, estimates of fair value may differ significantly from the amounts presented.

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7. MORTGAGE BANKING ACTIVITIES

Activity for mortgage loans held for sale was as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Balance, beginning of period	\$ 10,277	\$ 6,809	\$ 6,388	\$ 3,506
Origination of mortgage loans held for sale	32,018	20,762	128,026	54,046
Proceeds from the sale of mortgage loans held for sale	(34,605)	(22,409)	(129,077)	(53,556)
Net gain on sale of mortgage loans held for sale	836	728	3,189	1,894
Balance, end of period	\$ 8,526	\$ 5,890	\$ 8,526	\$ 5,890

The following table presents the components of Mortgage Banking income:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net gain realized on sale of mortgage loans held for sale	\$ 926	\$ 689	\$ 3,024	\$ 1,607
Net change in fair value recognized on loans held for sale	10	(65)	107	59
Net change in fair value recognized on rate lock commitments				