

LANDMARK BANCORP INC  
Form 10-Q  
November 13, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**xQUARTERLY 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**

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

Commission File Number 0-33203

**LANDMARK BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**43-1930755**

(I.R.S. Employer Identification Number)

**701 Poyntz Avenue, Manhattan, Kansas 66502**

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(Address of principal executive offices) (Zip code)

**(785) 565-2000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate 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 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a 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: as of November 12, 2015, the issuer had outstanding 3,341,184 shares of its common stock, \$.01 par value per share.

**LANDMARK BANCORP, INC.**

**Form 10-Q Quarterly Report**

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**PART I – FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****LANDMARK BANCORP, INC. AND SUBSIDIARY****CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands, except per share amounts)	September 30, 2015 (Unaudited)	December 31, 2014 (Audited)
Assets		
Cash and cash equivalents	\$ 12,674	\$ 12,760
Investment securities available-for-sale, at fair value	352,436	348,931
Bank stocks, at cost	4,476	4,007
Loans, net of allowance for loans losses of \$5,936 and \$5,320	416,797	416,190
Loans held for sale, net	9,025	10,671
Premises and equipment, net	21,076	20,954
Bank owned life insurance	18,026	17,650
Goodwill	17,532	17,532
Other intangible assets, net	4,387	4,370
Real estate owned, net	101	255
Accrued interest and other assets	10,385	10,150
Total assets	\$ 866,915	\$ 863,470
Liabilities and Stockholders' Equity		
Liabilities:		
Deposits:		
Non-interest-bearing demand	\$ 143,330	\$ 130,492
Money market and checking	312,031	330,580
Savings	79,080	74,424
Time	153,094	169,059
Total deposits	687,535	704,555
Federal Home Loan Bank borrowings	48,300	43,253
Subordinated debentures	21,034	20,884
Other borrowings	14,908	12,410
Accrued interest, taxes, and other liabilities	16,057	10,723
Total liabilities	787,834	791,825

Commitments and contingencies

Stockholders' equity:

Preferred stock, \$0.01 par value per share, 200,000 shares authorized; none issued	-	-
Common stock, \$0.01 par value per share, 7,500,000 shares authorized; 3,341,184 and 3,333,243 shares issued and outstanding at September 30, 2015 December 31, 2014, respectively	33	33
Additional paid-in capital	40,618	40,473
Retained earnings	35,340	29,321
Accumulated other comprehensive income	3,090	1,818
Total stockholders' equity	79,081	71,645
Total liabilities and stockholders' equity	\$ 866,915	\$ 863,470

See accompanying notes to consolidated financial statements.

## LANDMARK BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF EARNINGS

(Unaudited)

(Dollars in thousands, except per share amounts)	Three months ended		Nine months ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Interest income:				
Loans:				
Taxable	\$ 5,189	\$ 5,248	\$ 15,745	\$ 15,573
Tax-exempt	68	107	211	251
Investment securities:				
Taxable	1,115	1,026	3,458	2,995
Tax-exempt	828	679	2,242	1,919
Total interest income	7,200	7,060	21,656	20,738
Interest expense:				
Deposits	265	305	815	945
Borrowings	508	492	1,496	1,454
Total interest expense	773	797	2,311	2,399
Net interest income	6,427	6,263	19,345	18,339
Provision for loan losses	100	150	(700 )	600
Net interest income after provision for loan losses	6,327	6,113	20,045	17,739
Non-interest income:				
Fees and service charges	1,922	1,929	5,417	5,521
Gains on sales of loans, net	2,013	1,526	6,207	4,488
Bank owned life insurance	131	128	376	383
Gains (losses) on sales of investment securities, net	135	-	(119 )	39
Other	275	271	1,040	845
Total non-interest income	4,476	3,854	12,921	11,276
Non-interest expense:				
Compensation and benefits	3,885	3,607	11,451	10,585
Occupancy and equipment	1,073	1,120	3,203	3,327
Data processing	352	356	1,041	1,069
Amortization of intangibles	340	339	1,021	974
Professional fees	233	228	726	843
Advertising	184	126	433	346
Federal deposit insurance premiums	97	126	321	391
Foreclosure and real estate owned expense	10	40	55	71
Other	1,134	1,051	3,611	3,291
Total non-interest expense	7,308	6,993	21,862	20,897
Earnings before income taxes	3,495	2,974	11,104	8,118
Income tax expense	966	800	3,182	2,168

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Net earnings	\$ 2,529	\$ 2,174	\$ 7,922	\$ 5,950
Earnings per share:				
Basic (1)	\$ 0.76	\$ 0.65	\$ 2.37	\$ 1.79
Diluted (1)	\$ 0.73	\$ 0.64	\$ 2.30	\$ 1.76
Dividends per share (1)	\$ 0.19	\$ 0.18	\$ 0.57	\$ 0.54

(1) Per share amounts for the periods ended September 30, 2014 have been adjusted to give effect to the 5% stock dividend paid during December 2014.

See accompanying notes to consolidated financial statements.

**LANDMARK BANCORP, INC. AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Unaudited)

(Dollars in thousands)	Three months ended		Nine months ended	
	September 30, 2015	2014	September 30, 2015	2014
Net earnings	\$ 2,529	\$ 2,174	\$ 7,922	\$ 5,950
Net unrealized holding gains (losses) on available-for-sale securities	3,216	(416 )	1,894	4,232
Reclassification adjustment for net (gains) losses included in earnings	(135 )	-	119	(39 )
Net unrealized gains (losses)	3,081	(416 )	2,013	4,193
Income tax effect on net gains (losses) included in earnings	50	-	(44 )	14
Income tax effect on net unrealized holding gains (losses)	(1,190 )	153	(697 )	(1,562 )
Other comprehensive income (loss)	1,941	(263 )	1,272	2,645
Total comprehensive income	\$ 4,470	\$ 1,911	\$ 9,194	\$ 8,595

See accompanying notes to consolidated financial statements.

## LANDMARK BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Unaudited)

(Dollars in thousands, except per share amounts)	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total
Balance at January 1, 2014	\$ 31	\$ 36,400	\$ 27,187	\$ (926 )	\$ 62,692
Net earnings	-	-	5,950	-	5,950
Other comprehensive income	-	-	-	2,645	2,645
Dividends paid (\$0.54 per share)	-	-	(1,807 )	-	(1,807 )
Stock-based compensation	-	54	-	-	54
Exercise of stock options, 34,394 shares, including excess tax benefit of \$14	1	507	-	-	508
Balance at September 30, 2014	\$ 32	\$ 36,961	\$ 31,330	\$ 1,719	\$ 70,042
Balance at January 1, 2015	\$ 33	\$ 40,473	\$ 29,321	\$ 1,818	\$ 71,645
Net earnings	-	-	7,922	-	7,922
Other comprehensive income	-	-	-	1,272	1,272
Dividends paid (\$0.57 per share)	-	-	(1,903 )	-	(1,903 )
Stock-based compensation	-	16	-	-	16
Exercise of stock options, 7,941 shares, including excess tax benefit of \$5	-	129	-	-	129
Balance at September 30, 2015	\$ 33	\$ 40,618	\$ 35,340	\$ 3,090	\$ 79,081

See accompanying notes to consolidated financial statements.

## LANDMARK BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Dollars in thousands)	Nine months ended September 30,	
	2015	2014
Cash flows from operating activities:		
Net earnings	\$7,922	\$5,950
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Provision for loan losses	(700 )	600
Amortization of investment security premiums, net	1,154	1,304
Amortization of purchase accounting adjustment on loans	(459 )	(406 )
Amortization of purchase accounting adjustment on subordinated debentures	150	150
Amortization of intangibles	1,021	974
Depreciation	869	833
Increase in cash surrender value of bank owned life insurance	(376 )	(383 )
Stock-based compensation	16	54
Deferred income taxes	215	(184 )
Net losses (gains) on sales of investment securities	119	(39 )
Impairment of affordable housing investment	163	-
Net gain on sales of premises, equipment and real estate owned	(240 )	(10 )
Net gains on sales of loans	(6,207 )	(4,488 )
Proceeds from sales of loans	229,162	156,403
Origination of loans held for sale	(221,309)	(154,873)
Changes in assets and liabilities:		
Accrued interest and other assets	(2,448 )	(2,258 )
Accrued expenses, taxes, and other liabilities	1,232	368
Net cash provided by operating activities	10,284	3,995
Cash flows from investing activities:		
Net decrease (increase) in loans	523	(2,060 )
Maturities and prepayments of investment securities	45,957	30,158
Purchases of investment securities	(75,238 )	(63,930 )
Proceeds from sales of investment securities	30,610	1,137
Redemption of bank stocks	8,774	3,497
Purchase of bank stocks	(9,243 )	(2,611 )
Proceeds from sales of premises and equipment and foreclosed assets	537	338
Purchases of premises and equipment, net	(1,049 )	(869 )
Net cash provided by (used in) investing activities	871	(34,340 )
Cash flows from financing activities:		
Net (decrease) increase in deposits	(17,012 )	863
Federal Home Loan Bank advance borrowings	220,326	55,767
Federal Home Loan Bank advance repayments	(215,279)	(41,794 )

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Proceeds from other borrowings	3,158	970
Repayments on other borrowings	(660 )	(532 )
Proceeds from exercise of stock options, including excess tax benefit	129	508
Payment of dividends	(1,903 )	(1,807 )
Net cash (used in) provided by financing activities	(11,241 )	13,975
Net decrease in cash and cash equivalents	(86 )	(16,370 )
Cash and cash equivalents at beginning of period	12,760	29,735
Cash and cash equivalents at end of period	\$12,674	\$13,365

(Continued)

**LANDMARK BANCORP, INC. AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED**

(Unaudited)

(Dollars in thousands)	Nine months ended September 30,	
	2015	2014
Supplemental disclosure of cash flow information:		
Cash payments for income taxes	\$ 2,190	\$ 1,480
Cash paid for interest	2,315	2,417
Supplemental schedule of noncash investing and financing activities:		
Transfer of loans to real estate owned	94	101
Investment securities purchases not yet settled	(4,094 )	(5,581 )

See accompanying notes to consolidated financial statements.

**LANDMARK BANCORP, INC. AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Interim Financial Statements**

The consolidated financial statements of Landmark Bancorp, Inc. (the "Company") and subsidiary have been prepared in accordance with the instructions to Form 10-Q. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles ("GAAP") for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation of financial statements have been reflected herein. The results of the interim period ended September 30, 2015 are not necessarily indicative of the results expected for the year ending December 31, 2015. The Company has evaluated subsequent events for recognition and disclosure up to the date the financial statements were issued.

**2. Investments**

A summary of investment securities available-for-sale is as follows:

(Dollars in thousands)	As of September 30, 2015			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
U. S. treasury securities	\$6,521	\$ 44	\$ -	\$6,565
U. S. federal agency obligations	30,125	163	(42 )	30,246
Municipal obligations, tax exempt	137,208	2,104	(218 )	139,094
Municipal obligations, taxable	77,963	963	(161 )	78,765
Agency mortgage-backed securities	85,474	1,241	(40 )	86,675
Common stocks	580	812	-	1,392
Certificates of deposit	9,699	-	-	9,699
Total	\$347,570	\$ 5,327	\$ (461 )	\$352,436

(Dollars in thousands)	As of December 31, 2014			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
U. S. treasury securities	\$6,530	\$ 1	\$ (1 )	\$6,530

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U. S. federal agency obligations	25,983	34	(274 )	25,743
Municipal obligations, tax exempt	108,752	1,937	(180 )	110,509
Municipal obligations, taxable	63,728	544	(350 )	63,922
Agency mortgage-backed securities	135,072	1,152	(705 )	135,519
Common stocks	588	695	-	1,283
Certificates of deposit	5,425	-	-	5,425
Total	\$346,078	\$ 4,363	\$ (1,510 )	\$348,931

The tables above show that some of the securities in the available-for-sale investment portfolio had unrealized losses, or were temporarily impaired, as of September 30, 2015 and December 31, 2014. This temporary impairment represents the estimated amount of loss that would be realized if the securities were sold on the valuation date. Securities which were temporarily impaired are shown below, along with the length of time in a continuous unrealized loss position.

(Dollars in thousands)	No. of securities	As of September 30, 2015					
		Less than 12 months		12 months or longer		Total	
		Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
U.S. federal agency obligations	7	\$4,196	\$ (11 )	\$ 8,650	\$ (31 )	\$12,846	\$ (42 )
Municipal obligations, tax exempt	66	21,085	(197 )	3,100	(21 )	24,185	(218 )
Municipal obligations, taxable	29	8,365	(129 )	5,620	(32 )	13,985	(161 )
Agency mortgage-backed securities	17	1,784	(5 )	3,070	(35 )	4,854	(40 )
Total	119	\$35,430	\$ (342 )	\$ 20,440	\$ (119 )	\$55,870	\$ (461 )

(Dollars in thousands)	No. of securities	As of December 31, 2014					
		Less than 12 months		12 months or longer		Total	
		Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
U.S. treasury securities	1	\$2,960	\$ (1 )	\$ -	\$ -	\$2,960	\$ (1 )
U. S. federal agency obligations	14	7,361	(14 )	11,958	(260 )	19,319	(274 )
Municipal obligations, tax exempt	71	13,927	(66 )	7,329	(114 )	21,256	(180 )
Municipal obligations, taxable	74	14,797	(92 )	14,827	(258 )	29,624	(350 )
Agency mortgage-backed securities	29	17,535	(76 )	25,759	(629 )	43,294	(705 )
Total	189	\$56,580	\$ (249 )	\$ 59,873	\$ (1,261 )	\$116,453	\$ (1,510 )

The Company's U.S. federal agency portfolio consists of securities issued by the government-sponsored agencies of Federal Home Loan Mortgage Corporation ("FHLMC"), Federal National Mortgage Association ("FNMA") and Federal Home Loan Bank ("FHLB"). The receipt of principal and interest on U.S. federal agency obligations is guaranteed by the respective government-sponsored agency guarantor, such that the Company believes that its U.S. federal agency obligations do not expose the Company to credit-related losses. Based on these factors, along with the Company's intent to not sell the securities and its belief that it was more likely than not that the Company will not be required to sell the securities before recovery of their cost basis, the Company believed that the U.S. federal agency obligations identified in the tables above were temporarily impaired as of the date of the respective table.

The Company's portfolio of municipal obligations consists of both tax-exempt and taxable general obligations securities issued by various municipalities. As of September 30, 2015, the Company did not intend to sell the securities and it was more likely than not that the Company will not be required to sell its municipal obligations in an

unrealized loss position until the recovery of their costs. Due to the issuers' continued satisfaction of the securities' obligations in accordance with their contractual terms and the expectation that they will continue to do so, the evaluation of the fundamentals of the issuers' financial condition and other objective evidence, the Company believed that the municipal obligations identified in the tables above were temporarily impaired as of the date of the respective table.

The Company's agency mortgage-backed securities portfolio consists of securities underwritten to the standards of and guaranteed by the government-sponsored agencies of FHLMC, FNMA and the Government National Mortgage Association ("GNMA"). The receipt of principal, at par, and interest on agency mortgage-backed securities is guaranteed by the respective government-sponsored agency guarantor, such that the Company believed that its agency mortgage-backed securities did not expose the Company to credit-related losses. Based on these factors, along with the Company's intent to not sell the securities and the Company's belief that it was more likely than not that the Company will not be required to sell the securities before recovery of their cost basis, the Company believed that the agency mortgage-backed securities identified in the tables above were temporarily impaired as of the date of the respective table.

The table below includes scheduled principal payments and estimated prepayments, based on observable market inputs, for agency mortgage-backed securities. Actual maturities will differ from contractual maturities because borrowers have the right to prepay obligations with or without prepayment penalties. The amortized cost and fair value of investment securities at September 30, 2015 are as follows:

(Dollars in thousands)	Amortized cost	Estimated fair value
Due in less than one year	\$ 11,202	\$ 11,236
Due after one year but within five years	193,843	195,732
Due after five years but within ten years	88,699	90,564
Due after ten years	53,246	53,512
Common stocks	580	1,392
Total	\$ 347,570	\$ 352,436

Sales proceeds and gross realized gains and losses on sales of available-for-sale securities are as follows:

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Sales proceeds	\$ 11,541	\$ -	\$ 30,610	\$ 1,137
Realized gains	\$ 206	\$ -	\$ 230	\$ 39
Realized losses	(71 )	-	(349 )	-
Net realized gains (losses)	\$ 135	\$ -	\$ (119 )	\$ 39

Securities with carrying values of \$182.0 million and \$212.9 million were pledged to secure public funds on deposit, repurchase agreements and as collateral for borrowings at September 30, 2015 and December 31, 2014, respectively. Except for U.S. federal agency obligations, no investment in a single issuer exceeded 10% of consolidated stockholders' equity.

### 3. Loans and Allowance for Loan Losses

Loans consisted of the following as of the dates indicated below:

September 30, December 31,

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(Dollars in thousands)	2015	2014
One-to-four family residential real estate	\$ 133,282	\$ 127,555
Construction and land	14,313	21,950
Commercial real estate	116,147	118,411
Commercial loans	63,411	59,971
Agriculture loans	67,874	64,316
Municipal loans	7,863	8,982
Consumer loans	20,006	20,044
Total gross loans	422,896	421,229
Net deferred loan costs and loans in process	(163	) 281
Allowance for loan losses	(5,936	) (5,320
Loans, net	\$ 416,797	\$ 416,190

In the first quarter of 2015, the Company adjusted the historical loss analysis within the evaluation of the allowance for loan losses. The Company previously used a twelve quarter historical loss rate calculated by loan class. The updated historical loss analysis uses a migration analysis to track historical losses by loan class and risk categories over a longer period of time. In the opinion of management, the adjusted historical loss analysis more accurately allocates estimated losses. The adjustments resulted in reclassifications of the allocated allowance among various loan classes compared to December 31, 2014. The adjustments to the historical loss analysis did not have a significant impact on the total allowance for loan losses balance as of December 31, 2014. The following tables provide information on the Company's allowance for loan losses by loan class and allowance methodology:

(Dollars in thousands)	Three and nine months ended September 30, 2015							Total
	One-to-four family residential real estate	Construction and land	Commercial real estate	Commercial loans	Agriculture loans	Municipal loans	Consumer loans	
Allowance for loan losses:								
Balance at July 1, 2015	\$ 1,325	\$ 99	\$ 1,539	\$ 1,756	\$ 1,102	\$ 21	\$ 176	\$ 6,018
Charge-offs	(48 )	-	-	(68 )	-	-	(88 )	(204 )
Recoveries	3	2	-	10	-	-	7	22
Provision for loan losses	(172 )	(3 )	129	(113 )	144	1	114	100
Balance at September 30, 2015	1,108	98	1,668	1,585	1,246	22	209	5,936
Balance at January 1, 2015	\$ 755	\$ 762	\$ 1,832	\$ 836	\$ 915	\$ 51	\$ 169	\$ 5,320
Charge-offs	(57 )	-	-	(78 )	-	(88 )	(230 )	(453 )
Recoveries	8	1,721	2	13	-	-	25	1,769
Provision for loan losses	402	(2,385 )	(166 )	814	331	59	245	(700 )
Balance at September 30, 2015	1,108	98	1,668	1,585	1,246	22	209	5,936
(Dollars in thousands)	Three and nine months ended September 30, 2014							Total
	One-to-four family residential real estate	Construction and land	Commercial real estate	Commercial loans	Agriculture loans	Municipal loans	Consumer loans	
Allowance for loan losses:								
Balance at July 1, 2014	\$ 596	\$ 812	\$ 1,876	\$ 1,034	\$ 597	\$ 58	\$ 176	\$ 5,149
Charge-offs	(3 )	-	-	(12 )	-	-	(81 )	(96 )
Recoveries	3	4	-	1	-	-	11	19
Provision for loan losses	(13 )	27	(77 )	203	(18 )	(2 )	30	150
Balance at September 30, 2014	583	843	1,799	1,226	579	56	136	5,222
Balance at January 1, 2014	\$ 732	\$ 1,343	\$ 1,970	\$ 769	\$ 545	\$ 47	\$ 134	\$ 5,540

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Charge-offs	(23 )	-	-	(783 )	-	-	(170 )	(976 )
Recoveries	9	11	5	2	-	-	31	58
Provision for loan losses	(135 )	(511 )	(176 )	1,238	34	9	141	600
Balance at September 30, 2014	583	843	1,799	1,226	579	56	136	5,222

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(Dollars in thousands)	As of September 30, 2015							Total
	One-to-four family residential real estate	Construction and land	Commercial real estate	Commercial loans	Agriculture loans	Municipal loans	Consumer loans	
Allowance for loan losses:								
Individually evaluated for loss	148	-	14	124	-	-	11	297
Collectively evaluated for loss	960	98	1,654	1,461	1,246	22	198	5,639
Total	1,108	98	1,668	1,585	1,246	22	209	5,936
Loan balances:								
Individually evaluated for loss	1,642	2,825	2,086	1,100	268	630	38	8,589
Collectively evaluated for loss	131,640	11,488	114,061	62,311	67,606	7,233	19,968	414,307
Total	\$133,282	\$14,313	\$116,147	\$63,411	\$67,874	\$7,863	\$20,006	\$422,896

(Dollars in thousands)	As of December 31, 2014							Total
	One-to-four family residential real estate	Construction and land	Commercial real estate	Commercial loans	Agriculture loans	Municipal loans	Consumer loans	
Allowance for loan losses:								
Individually evaluated for loss	287	-	17	28	5	-	12	349
Collectively evaluated for loss	468	762	1,815	808	910	51	157	4,971
Total	755	762	1,832	836	915	51	169	5,320
Loan balances:								
Individually evaluated for loss	1,589	4,805	2,880	371	285	706	67	10,703
Collectively evaluated for loss	125,966	17,145	115,531	59,600	64,031	8,276	19,977	410,526
Total	\$127,555	\$21,950	\$118,411	\$59,971	\$64,316	\$8,982	\$20,044	\$421,229

The Company recorded net loan recoveries of \$1.3 million during the first nine months of 2015 compared to net loan charge-offs of \$918,000 during the first nine months of 2014. The net loan recoveries during 2015 were primarily associated with the recovery of \$1.7 million on a \$4.3 million construction loan which was fully charged-off during

2010 and 2011. As of September 30, 2015, the Company has recovered approximately \$2.4 million of the loan and continues to pursue collection of the remaining amount.

The Company's impaired loans decreased from \$10.7 million at December 31, 2014 to \$8.6 million at September 30, 2015. The difference between the unpaid contractual principal and the impaired loan balance is a result of charge-offs recorded against impaired loans. The difference in the Company's non-accrual loan balances and impaired loan balances at September 30, 2015 and December 31, 2014, was related to troubled debt restructurings ("TDR") that are current and accruing interest, but still classified as impaired. Interest income recognized on a cash basis was immaterial during the nine months ended September 30, 2015 and 2014. The following tables present information on impaired loans:

(Dollars in thousands)	As of September 30, 2015						
	Unpaid contractual principal	Impaired loan balance	Impaired loans without an allowance	Impaired loans with an allowance	Related allowance recorded	Year-to-date average loan balance	Year-to-date interest income recognized
One-to-four family residential real estate	\$1,642	\$ 1,642	\$ 612	\$ 1,030	\$ 148	\$ 1,782	\$ -
Construction and land	4,560	2,825	2,825	-	-	3,094	68
Commercial real estate	2,086	2,086	1,992	94	14	5,212	36
Commercial loans	1,117	1,100	196	904	124	1,107	2
Agriculture loans	268	268	268	-	-	289	3
Municipal loans	630	630	630	-	-	633	14
Consumer loans	38	38	11	27	11	43	-
Total impaired loans	\$10,341	\$ 8,589	\$ 6,534	\$ 2,055	\$ 297	\$ 12,160	\$ 123

(Dollars in thousands)	As of December 31, 2014						
	Unpaid contractual principal	Impaired loan balance	Impaired loans without an allowance	Impaired loans with an allowance	Related allowance recorded	Year-to-date average loan balance	Year-to-date interest income recognized
One-to-four family residential real estate	\$1,589	\$1,589	\$ 167	\$ 1,422	\$ 287	\$ 1,611	\$ -
Construction and land	6,540	4,805	4,805	-	-	6,366	235
Commercial real estate	2,880	2,880	2,833	47	17	3,009	24
Commercial loans	371	371	137	234	28	393	10
Agriculture loans	285	285	146	139	5	294	-
Municipal loans	772	706	706	-	-	772	19
Consumer loans	67	67	25	42	12	75	-
Total impaired loans	\$12,504	\$10,703	\$ 8,819	\$ 1,884	\$ 349	\$ 12,520	\$ 288

The Company's key credit quality indicator is a loan's performance status, defined as accruing or non-accruing. Performing loans are considered to have a lower risk of loss. Non-accrual loans are those which the Company believes have a higher risk of loss. The accrual of interest on non-performing loans is discontinued at the time the loan is ninety days delinquent, unless the credit is well secured and in process of collection. Loans are placed on non-accrual or are charged off at an earlier date if collection of principal or interest is considered doubtful. At September 30, 2015, the Company had a commercial real estate loan of \$251,000 that was greater than 90 days past maturity as a renewal was being negotiated. Since the loan was adequately secured, the loan remained on accrual status. There were no loans ninety days delinquent and accruing interest at December 31, 2014. The following tables present information on the Company's past due and non-accrual loans by loan class:

(Dollars in thousands)	As of September 30, 2015				Total past due loans accruing	Non-accrual loans	Total past due and non-accrual loans	Total loans not past due
	30-59 days delinquent and accruing	60-89 days delinquent and accruing	90 days or more delinquent and accruing					
One-to-four family residential real estate	\$ 185	\$ 306	\$ -	\$ 491	\$ 1,639	\$ 2,130	\$ 131,152	
Construction and land	-	-	-	-	617	617	13,696	
Commercial real estate	-	-	251	251	141	392	115,755	
Commercial loans	31	75	-	106	1,057	1,163	62,248	
Agriculture loans	-	-	-	-	216	216	67,658	
Municipal loans	-	-	-	-	-	-	7,863	
Consumer loans	61	61	-	122	38	160	19,846	
Total	\$ 277	\$ 442	\$ 251	\$ 970	\$ 3,708	\$ 4,678	\$ 418,218	
Percent of gross loans	0.07%	0.10%	0.06%	0.23%	0.88%	1.11%	98.89%	

(Dollars in thousands)	As of December 31, 2014				Total past due loans accruing	Non-accrual loans	Total past due and non-accrual loans	Total loans not past due
	30-59 days delinquent and accruing	60-89 days delinquent and accruing	90 days or more delinquent and accruing					
One-to-four family residential real estate	\$ 127	\$ 50	\$ -	\$ 177	\$ 1,585	\$ 1,762	\$ 125,793	
Construction and land	163	-	-	163	1,322	1,485	20,465	
Commercial real estate	-	-	-	-	2,488	2,488	115,923	
Commercial loans	34	-	-	34	234	268	59,703	
Agriculture loans	510	1	-	511	285	796	63,520	
Municipal loans	-	-	-	-	65	65	8,917	
Consumer loans	128	65	-	193	67	260	19,784	

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Total	\$962	\$ 116	\$ -	\$ 1,078	\$ 6,046	\$ 7,124	\$ 414,105
Percent of gross loans	0.23%	0.03 %	0.00 %	0.26 %	1.44 %	1.69 %	98.31 %

Under the original terms of the Company's non-accrual loans, interest earned on such loans for the nine months ended September 30, 2015 and 2014, would have increased interest income by \$121,000 and \$397,000, respectively. No interest income related to non-accrual loans was included in interest income for the nine months ended September 30, 2015 and 2014.

The Company also categorizes loans into risk categories based on relevant information about the ability of the borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis. Non-classified loans generally include those loans that are expected to be repaid in accordance with contractual loan terms. Classified loans are those that are assigned a special mention, substandard or doubtful risk rating using the following definitions:

**Special Mention:** Loans are currently protected by the current net worth and paying capacity of the obligor or of the collateral pledged but potentially weak. These loans constitute an undue and unwarranted credit risk, but not to the point of justifying a classification of substandard. The credit risk may be relatively minor, yet constitutes an unwarranted risk in light of the circumstances surrounding a specific asset.

**Substandard:** Loans are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged. Loans have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Loans are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

**Doubtful:** Loans classified doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

The following table provides information on the Company's risk categories by loan class:

(Dollars in thousands)	As of September 30, 2015		As of December 31, 2014	
	Nonclassified	Classified	Nonclassified	Classified
One-to-four family residential real estate	\$ 129,735	\$ 3,547	\$ 123,823	\$ 3,732
Construction and land	13,171	1,142	18,815	3,135
Commercial real estate	106,835	9,312	111,428	6,983
Commercial loans	60,082	3,329	57,122	2,849
Agriculture loans	64,919	2,955	63,101	1,215
Municipal loans	7,863	-	8,894	88
Consumer loans	19,945	61	19,977	67
Total	402,550	20,346	403,160	18,069

At September 30, 2015, the Company had ten loan relationships consisting of eighteen outstanding loans that were classified as TDRs. During the third quarter of 2015, a land loan relationship consisting of three loans totaling \$1.6 million, which was previously classified as a TDR during 2012, paid off with proceeds from the sale of assets and a new loan originated at market terms on the remaining assets. During the second quarter of 2015, the Company classified a commercial loan relationship consisting of \$2.1 million in real estate and land loans as a TDR after agreeing to a bankruptcy plan with the borrower. The bankruptcy plan restarted the amortization period of the loans which extended the maturities. The relationship was returned to accrual status during the third quarter of 2015 based on a satisfactory payment performance by the borrower under the revised terms of the bankruptcy plan. During the first quarter of 2015, the Company also classified a \$51,000 agriculture loan relationship consisting of two loans as a TDR after extending the maturity of the loans. Since all of the loans were adequately secured, no charge-offs or impairments were recorded against the principal as of September 30, 2015. During the first quarter of 2015, a \$78,000 commercial loan, which was classified as a TDR during 2014, paid off. No loan modifications were classified as TDRs during the three or nine month periods ended September 30, 2014.

The Company evaluates each TDR individually and returns the loan to accrual status when a payment history is established after the restructuring and future payments are reasonably assured. At September 30, 2015, the Company had a TDR commercial real estate loan of \$251,000 that was greater than 90 days past maturity as a renewal was being negotiated. Since the loan was adequately secured, the TDR remained on accrual status. There were no loans modified as TDRs for which there was a payment default within 12 months of modification as of September 30, 2015 and 2014. At September 30, 2015, there was a commitment of \$84,000 to lend additional funds on one construction and land loan classified as a TDR. The Company had no allowance recorded against loans classified as TDRs at September 30, 2015 or December 31, 2014.

The following table presents information on loans that are classified as TDRs:

	As of September 30, 2015			As of December 31, 2014		
	Number loans	Non-accrual balance	Accruing balance	Number loans	Non-accrual balance	Accruing balance
One-to-four family residential real estate	1	\$ -	\$ 3	1	\$ -	\$ 4
Construction and land	5	603	2,208	7	613	3,483
Commercial real estate	6	-	1,945	2	-	392
Commercial loans	1	-	43	2	-	137
Agriculture	3	77	52	1	146	-
Municipal loans	2	-	630	2	-	641
Total troubled debt restructurings	18	\$ 680	\$ 4,881	15	\$ 759	\$ 4,657

#### 4. Goodwill and Other Intangible Assets

The Company tests goodwill for impairment annually or more frequently if circumstances warrant. The Company's annual step one impairment test as of December 31, 2014 concluded that its goodwill was not impaired. The Company concluded there were no triggering events during the first nine months of 2015 that required an interim goodwill impairment test.

Lease intangible assets are amortized over the life of the lease. Core deposit intangible assets are amortized over the estimated useful life of ten years on an accelerated basis. A summary of the other intangible assets that continue to be subject to amortization is as follows:

(Dollars in thousands)	As of September 30, 2015		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Core deposit intangible assets	\$4,645	\$ (3,346 )	\$ 1,299
Lease intangible asset	350	(86 )	264
Mortgage servicing rights	5,167	(2,343 )	2,824
Total other intangible assets	\$10,162	\$ (5,775 )	\$ 4,387

(Dollars in thousands)	As of December 31, 2014		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Core deposit intangible assets	\$6,078	\$ (4,483 )	\$ 1,595
Lease intangible asset	350	(52 )	298

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Mortgage servicing rights	4,458	(1,981	)	2,477
Total other intangible assets	\$10,886	\$ (6,516	)	\$ 4,370

The following sets forth estimated amortization expense for core deposit and lease intangible assets for the remainder of 2015 and in successive years ending December 31:

(Dollars in thousands)	Amortization expense
Remainder of 2015	\$ 99
2016	327
2017	289
2018	252
2019	214
Thereafter	382
Total	\$ 1,563

Mortgage loans serviced for others are not reported as assets. The following table provides information on the principal balances of mortgage loans serviced for others:

(Dollars in thousands)	September 30, 2015	December 31, 2014
FHLMC	\$ 432,100	\$ 361,353
FHLB	14,875	18,572

Custodial escrow balances maintained in connection with serviced loans were \$4.1 million and \$3.2 million at September 30, 2015 and December 31, 2014, respectively. Gross service fee income related to such loans was \$285,000 and \$237,000 for the three months ended September 30, 2015 and 2014, respectively, and is included in fees and service charges in the consolidated statements of earnings. Gross service fee income related to such loans was \$808,000 and \$696,000 for the nine months ended September 30, 2015 and 2014, respectively.

Activity for mortgage servicing rights and the related valuation allowance follows:

(Dollars in thousands)	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
Mortgage servicing rights:				
Balance at beginning of period	\$ 2,729	\$ 2,327	\$ 2,477	\$ 2,377
Additions	328	292	1,038	589
Amortization	(233 )	(204 )	(691 )	(551 )
Balance at end of period	\$ 2,824	\$ 2,415	\$ 2,824	\$ 2,415

The fair value of mortgage servicing rights was \$4.3 million and \$3.6 million at September 30, 2015 and December 31, 2014, respectively. Fair value at September 30, 2015 was determined using discount rates ranging from 9.50% to 9.52%; prepayment speeds ranging from 4.15% to 11.09%, depending on the stratification of the specific mortgage servicing right; and a weighted average default rate of 2.23%. Fair value at December 31, 2014 was determined using discount rates ranging from 9.50% to 9.52%; prepayment speeds ranging from 4.95% to 12.05%, depending on the stratification of the specific mortgage servicing right; and a weighted average default rate of 2.27%.

The Company had a mortgage repurchase reserve of \$427,000 at September 30, 2015 and December 31, 2014, which represents the Company's best estimate of probable losses that the Company will incur related to the repurchase of one-to-four family residential real estate loans previously sold or to reimburse investors for credit losses incurred on loans previously sold where a breach of the contractual representations and warranties occurred. The Company did not incur any losses charged against the reserve or make any provisions to the reserve during the first nine months of 2015. The Company charged \$19,000 of losses against the mortgage repurchase reserve and recorded a \$5,000

provision to the reserve during the first nine months of 2014. As of September 30, 2015, the Company did not have any outstanding mortgage repurchase requests.

## 5. Earnings per Share

Basic earnings per share have been computed based upon the weighted average number of common shares outstanding during each period. Diluted earnings per share include the effect of all potential common shares outstanding during each period. The shares used in the calculation of basic and diluted earnings per share are shown below:

(Dollars in thousands, except per share amounts)	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Net earnings	\$2,529	\$2,174	\$7,922	\$5,950
Weighted average common shares outstanding - basic (1)	3,339,467	3,333,539	3,337,607	3,324,628
Assumed exercise of stock options (1)	109,902	59,120	101,679	47,574
Weighted average common shares outstanding - diluted (1)	3,449,369	3,392,659	3,439,286	3,372,202
Net earnings per share (1):				
Basic	\$0.76	\$0.65	\$2.37	\$1.79
Diluted	\$0.73	\$0.64	\$2.30	\$1.76

(1) Share and per share values for the periods ended September 30, 2014 have been adjusted to give effect to the 5% stock dividend paid during December 2014.

The diluted earnings per share computations for the three and nine months ended September 30, 2015 and 2014 include all unexercised stock options because no stock options were anti-dilutive as of such dates.

## 6. Repurchase Agreements

The Company has overnight repurchase agreements with certain deposit customers whereby the Company uses investment securities as collateral for non-insured funds. These balances are accounted for as collateralized financing and included in other borrowings on the balance sheet. The following is a summary of the balances and collateral of the Company's repurchase agreements:

Repurchase agreements:	As of September 30, 2015			
	Overnight and Continuous	Up to 30 days	30-90 days	Greater than 90 days

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U.S. federal agency obligations	\$6,259	\$	-	\$	-	\$	-	\$6,259
Agency mortgage-backed securities	6,119		-		-		-	6,119
Total	\$12,378	\$	-	\$	-	\$	-	\$12,378

As of December 31, 2014

	Overnight and Continuous	Up to 30 days	30-90 days	Greater than 90 days	Total	
Repurchase agreements:						
U.S. federal agency obligations	\$5,246	\$	-	\$	-	\$5,246
Agency mortgage-backed securities	6,024		-		-	6,024
Total	\$11,270	\$	-	\$	-	\$11,270

The investment securities are held by a third party financial institution in the customer's custodial account. The Company is required to maintain adequate collateral for each repurchase agreement. Changes in the fair value of the investment securities impact the amount of collateral required. If the Company were to default, the investment securities would be used to settle the repurchase agreement with the deposit customer.

## 7. Fair Value of Financial Instruments and Fair Value Measurements

Fair value is 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 company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Fair value estimates of the Company's financial instruments as of September 30, 2015 and December 31, 2014, including methods and assumptions utilized, are set forth below:

(Dollars in thousands)	As of September 30, 2015				
	Carrying amount	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>					
Cash and cash equivalents	\$12,674	\$12,674	\$-	\$-	\$12,674
Investment securities available-for-sale	352,436	7,957	344,479	-	352,436
Bank stocks, at cost	4,476	n/a	n/a	n/a	n/a
Loans, net	416,797	-	-	417,476	417,476
Loans held for sale, net	9,025	-	9,067	-	9,067
Derivative financial instruments	600	-	600	-	600
Accrued interest receivable	4,031	11	1,906	2,114	4,031
<b>Financial liabilities:</b>					
Non-maturity deposits	\$(534,441)	\$(534,441)	\$-	\$-	(534,441)
Time deposits	(153,094)	-	(152,585)	-	(152,585)
FHLB borrowings	(48,300 )	-	(50,034 )	-	(50,034 )
Subordinated debentures	(21,034 )	-	(18,630 )	-	(18,630 )

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Other borrowings	(14,908 ) -	(14,908 ) -	(14,908 )
Accrued interest payable	(294 ) -	(294 ) -	(294 )

	As of December 31, 2014				
	Carrying amount	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>					
Cash and cash equivalents	\$12,760	\$12,760	\$-	\$-	\$12,760
Investment securities available-for-sale	348,931	7,813	341,118	-	348,931
Bank stocks, at cost	4,007	n/a	n/a	n/a	n/a
Loans, net	416,190	-	-	423,318	423,318
Loans held for sale, net	10,671	-	10,726	-	10,726
Derivative financial instruments	260	-	260	-	260
Accrued interest receivable	3,670	22	1,750	1,898	3,670
<b>Financial liabilities:</b>					
Non-maturity deposits	\$(535,496)	\$(535,496)	\$-	\$-	\$(535,496)
Time deposits	(169,059)	-	(168,642)	-	(168,642)
FHLB borrowings	(43,253 )	-	(45,287 )	-	(45,287 )
Subordinated debentures	(20,884 )	-	(18,506 )	-	(18,506 )
Other borrowings	(12,410 )	-	(12,410 )	-	(12,410 )
Accrued interest payable	(298 )	-	(298 )	-	(298 )

### *Methods and Assumptions Utilized*

The carrying amount of cash and cash equivalents is considered to approximate fair value.

The Company's investment securities classified as available-for-sale include U.S. treasury securities, U.S. federal agency securities, municipal obligations, agency mortgage-backed securities, certificates of deposits and common stocks. Quoted exchange prices are available for the Company's U.S treasury securities and common stock investments, which are classified as Level 1. U.S. federal agency securities and agency mortgage-backed obligations are priced utilizing industry-standard models that consider various assumptions, including time value, yield curves, volatility factors, prepayment speeds, default rates, loss severity, current market and contractual prices for the underlying financial instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace, can be derived from observable data, or are supported by observable levels at which transactions are executed in the marketplace. These measurements are classified as Level 2. Municipal securities are valued using a type of matrix, or grid, pricing in which securities are benchmarked against U.S. treasury rates based on credit rating. These model and matrix measurements are classified as Level 2 in the fair value hierarchy.

It is not practical to determine the fair value of bank stocks due to restrictions placed on the transferability of FHLB and FRB stock.

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value, determined on an aggregate basis. The mortgage loan valuations are based on quoted secondary market prices for similar loans and are classified as Level 2.

The estimated fair value of the Company's loan portfolio is based on the segregation of loans by collateral type, interest terms, and maturities. The fair value is estimated based on discounting scheduled and estimated cash flows through maturity using an appropriate risk-adjusted yield curve to approximate current interest rates for each category. No adjustment was made to the interest rates for changes in credit risk of performing loans where there are no known credit concerns. Management segregates loans in appropriate risk categories. Management believes that the risk factor embedded in the interest rates along with the allowance for loan losses applicable to the performing loan portfolio results in a fair valuation of such loans. The fair values of impaired loans are generally based on market prices for similar assets determined through independent appraisals or discounted values of independent appraisals and brokers' opinions of value. This method of estimating fair value does not incorporate the exit-price concept of fair value prescribed by ASC Topic 820 and is classified as Level 3.

The carrying amounts of accrued interest receivable and payable are considered to approximate fair value.

The estimated fair value of deposits with no stated maturity, such as non-interest-bearing demand deposits, savings, money market accounts, and checking accounts, is equal to the amount payable on demand. The fair value of interest-bearing time deposits is based on the discounted value of contractual cash flows of such deposits. The discount rate is tied to the FHLB yield curve plus an appropriate servicing spread. Fair value measurements based on discounted cash flows are classified as Level 2. These fair values do not incorporate the value of core deposit intangibles which may be associated with the deposit base.

The fair value of advances from the FHLB, subordinated debentures, and other borrowings is estimated using current yield curves for similar borrowings adjusted for the Company's current credit spread and classified as Level 2.

The Company's derivative financial instruments consist of interest rate lock commitments and corresponding forward sales contracts on mortgage loans held for sale. The fair values of these derivatives are based on quoted prices for similar loans in the secondary market. The market prices are adjusted by a factor, based on the Company's historical data and its judgment about future economic trends, which considers the likelihood that a commitment will ultimately result in a closed loan. These instruments are classified as Level 2. The amounts are included in other assets or other liabilities on the consolidated balance sheets and gains on sale of loans, net in the consolidated statements of earnings.

#### ***Off-Balance-Sheet Financial Instruments***

The fair value of letters of credit and commitments to extend credit is based on the fees currently charged to enter into similar agreements. The aggregate of these fees is not material.

#### ***Transfers***

The Company did not transfer any assets or liabilities among levels during the nine months ended September 30, 2015 or during the year ended December 31, 2014.

**Valuation Methods for Instruments Measured at Fair Value on a Recurring Basis**

The following table represents the Company's financial instruments that are measured at fair value on a recurring basis at September 30, 2015 and December 31, 2014, allocated to the appropriate fair value hierarchy:

(Dollars in thousands)	Total	As of September 30, 2015		
		Fair value hierarchy		
		Level 1	Level 2	Level 3
Assets:				
Available-for-sale investment securities				
U. S. treasury securities	\$6,565	\$ 6,565	\$ -	\$ -
U. S. federal agency obligations	30,246	-	30,246	-
Municipal obligations, tax exempt	139,094	-	139,094	-
Municipal obligations, taxable	78,765	-	78,765	-
Agency mortgage-backed securities	86,675	-	86,675	-
Common stocks	1,392	1,392	-	-
Certificates of deposit	9,699	-	9,699	-
Derivative financial instruments	\$600	\$ -	\$ 600	\$ -

(Dollars in thousands)	Total	As of December 31, 2014		
		Fair value hierarchy		
		Level 1	Level 2	Level 3
Assets:				
Available-for-sale investment securities				
U. S. treasury securities	\$6,530	\$ 6,530	\$ -	\$ -
U. S. federal agency obligations	25,743	-	25,743	-
Municipal obligations, tax exempt	110,509	-	110,509	-
Municipal obligations, taxable	63,922	-	63,922	-
Agency mortgage-backed securities	135,519	-	135,519	-
Common stocks	1,283	1,283	-	-
Certificates of deposit	5,425	-	5,425	-
Derivative financial instruments	260	-	260	-

Changes in the fair value of available-for-sale securities are included in other comprehensive income to the extent the changes are not considered other-than-temporary impairments. Other-than-temporary impairment tests are performed on a quarterly basis and any decline in the fair value of an individual security below its cost that is deemed to be other-than-temporary results in a write-down of that security's cost basis.

**Valuation Methods for Instruments Measured at Fair Value on a Non-recurring Basis**

The Company does not value its loan portfolio at fair value. Collateral-dependent impaired loans are generally carried at the lower of cost or fair value of the collateral, less estimated selling costs. Collateral values are determined based on appraisals performed by qualified licensed appraisers hired by the Company and then further adjusted if warranted based on relevant facts and circumstances. The appraisals may utilize a single valuation approach or a combination of approaches including the comparable sales and income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value. Impaired loans are reviewed and evaluated at least quarterly for additional impairment and adjusted accordingly, based on the same factors identified above. The carrying value of the Company's impaired loans was \$8.6 million and \$10.7 million, with an allocated allowance of \$297,000 and \$349,000, at September 30, 2015 and December 31, 2014, respectively.

The following table represents the Company's financial instruments that are measured at fair value on a non-recurring basis as of September 30, 2015 and December 31, 2014 allocated to the appropriate fair value hierarchy:

(Dollars in thousands)

	Total	As of September 30, 2015 Fair value hierarchy			Total (losses)/ gains
		Level 1	Level 2	Level 3	
Assets:					
Impaired loans:					
One-to-four family residential real estate	\$882	\$ -	\$ -	\$ 882	\$ 67
Commercial real estate	80	-	-	80	(14 )
Commercial loans	780	-	-	780	(124 )
Consumer loans	16	-	-	16	(6 )

	Total	As of December 31, 2014 Fair value hierarchy			Total (losses)/ gains
		Level 1	Level 2	Level 3	
Assets:					
Impaired loans:					
One-to-four family residential real estate	\$1,135	\$ -	\$ -	\$ 1,135	\$ (214 )
Commercial real estate	30	-	-	30	(17 )
Commercial loans	206	-	-	206	(28 )
Agriculture loans	134	-	-	134	(5 )
Consumer loans	30	-	-	30	(5 )

The following table presents quantitative information about Level 3 fair value measurements for impaired loans measured at fair value on a non-recurring basis as of September 30, 2015 and December 31, 2014.

(Dollars in thousands)

	Fair value	Valuation technique	Unobservable inputs	Range
As of September 30, 2015				
Impaired loans:				
One-to-four family residential real estate	\$882	Sales comparison	Adjustment to appraised value	28%-40%
Commercial real estate	80	Sales comparison	Adjustment to appraised value	10 %
Commercial loans	780	Sales comparison	Adjustment to appraised value	0%-35%
Consumer loans	16	Sales comparison	Adjustment to appraised value	0 %

As of December 31, 2014

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Impaired loans:

One-to-four family residential real estate	\$1,135	Sales comparison	Adjustment to appraised value	10%-47%
Commercial real estate	30	Sales comparison	Adjustment to appraised value	28 %
Commercial loans	206	Sales comparison	Adjustment to comparable sales	15%-60%
Agriculture	134	Sales comparison	Adjustment to appraised value	60 %
Consumer loans	30	Sales comparison	Adjustment to comparable sales	20 %

## 8. Regulatory Capital Requirements

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. Management believes as of September 30, 2015, the Company and Bank meet all capital adequacy requirements to which they were subject at that time.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. On January 1, 2015, the Company and the Bank became subject to new capital rules (the “Basel III Rules”) that implemented the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Basel III Rules are applicable to all U.S. banks that are subject to minimum capital requirements, as well as to bank and savings and loan holding companies other than “small bank holding companies” (generally, non-public bank holding companies with consolidated assets of less than \$1.0 billion).

The Basel III Rules have maintained the general structure of the prompt corrective action framework, while incorporating increased requirements. The Basel III Rules include a new common equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0%, require a minimum ratio of Total Capital to risk-weighted assets of 8.0%, and require a minimum Tier 1 leverage ratio of 4.0%. A new capital conservation buffer, comprised of common equity Tier 1 capital, is also established above the regulatory minimum capital requirements. This capital conservation buffer will be phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. The Basel III Rules provide banks with under \$250 billion in assets with a one-time opt-out election to remove the impact of certain unrealized capital gains and losses from the calculation of capital. The Bank made the one-time accumulated other comprehensive income (“AOCI”) opt-out election on the first Call Report filed after January 1, 2015.

As of September 30, 2015 and December 31, 2014, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action then in effect. There are no conditions or events since that notification that management believes have changed the institution’s category.

The following is a comparison of the Company’s regulatory capital to minimum capital requirements at September 30, 2015 and December 31, 2014:

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(Dollars in thousands)	Actual		For capital adequacy purposes	
	Amount	Ratio	Amount	Ratio
As of September 30, 2015				
Leverage	\$76,998	9.05 %	\$ 34,046	4.0 %
Common Equity Tier 1 Capital	57,853	10.82 %	24,064	4.5 %
Tier 1 Capital	76,998	14.40 %	32,086	6.0 %
Total Risk Based Capital	84,548	15.81 %	42,781	8.0 %
As of December 31, 2014				
Leverage	\$67,228	8.06 %	\$ 33,377	4.0 %
Tier 1 Capital	67,228	13.26 %	20,282	4.0 %
Total Risk Based Capital	76,864	15.16 %	40,563	8.0 %

The following is a comparison of the Bank's regulatory capital to minimum capital requirements at September 30, 2015 and December 31, 2014:

(Dollars in thousands)	Actual		For capital adequacy purposes		To be well-capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of September 30, 2015						
Leverage	\$79,862	9.41 %	\$ 33,961	4.0 %	\$ 42,451	5.0 %
Common Equity Tier 1 Capital	79,862	14.97 %	24,000	4.5 %	34,666	6.5 %
Tier 1 Capital	79,862	14.97 %	32,000	6.0 %	42,666	8.0 %
Total Risk Based Capital	85,948	16.12 %	42,666	8.0 %	53,333	10.0 %
As of December 31, 2014						
Leverage	\$71,004	8.53 %	\$ 33,298	4.0 %	\$ 41,622	5.0 %
Tier 1 Capital	71,004	14.04 %	20,224	4.0 %	30,336	6.0 %
Total Risk Based Capital	76,901	15.21 %	40,448	8.0 %	50,559	10.0 %

## 8. Impact of Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (the "FASB") issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). The main provisions of the update require the identification of performance obligations within a contract and require the recognition of revenue based on a stand-alone allocation of contract revenue to each performance obligation. Performance obligations may be satisfied and revenue recognized over a period of time if: 1) the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs, or 2) the entity's performance creates or enhances an asset that the customer controls as the asset is created or enhanced, or 3) the entity's performance does not create an asset with an alternative use to the entity, and the entity has an enforceable right to payment for performance completed to date. Initially the amendments of the update were to be effective for public entities beginning with interim and annual reporting periods beginning after December 15, 2016, but the FASB voted to defer the implementation for one year. Management is evaluating the impact of adopting ASU 2014-09.

In June 2014, the FASB issued ASU 2014-11, Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The amendments change the accounting for repurchase-to-maturity repurchase transactions to secured borrowing accounting. ASU 2014-11 also requires additional disclosures for repurchase agreements and securities lending arrangements. The amendments are effective for interim and annual periods beginning after December 15, 2014. The adoption of ASU 2014-11 did not have a significant impact on the Company's consolidated financial statements and the additional disclosures are included in this report.



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

**Overview.** Landmark Bancorp, Inc. is a one-bank holding company incorporated under the laws of the State of Delaware and is engaged in the banking business through its wholly-owned subsidiary, Landmark National Bank. The Company is listed on the Nasdaq Global Market under the symbol "LARK." The Bank is dedicated to providing quality financial and banking services to its local communities. Our strategy includes continuing a tradition of holding quality assets while growing our commercial, commercial real estate and agriculture loan portfolios. We are committed to developing relationships with our borrowers and providing a total banking service.

The Bank is principally engaged in the business of attracting deposits from the general public and using such deposits, together with borrowings and other funds, to originate one-to-four family residential real estate, construction and land, commercial real estate, commercial, agriculture, municipal and consumer loans. Although not our primary business function, we do invest in certain investment and mortgage-related securities using deposits and other borrowings as funding sources.

Our results of operations depend generally on net interest income, which is the difference between interest income from interest-earning assets and interest expense on interest-bearing liabilities. Net interest income is affected by regulatory, economic and competitive factors that influence interest rates, loan demand and deposit flows. In addition, we are subject to interest rate risk to the degree that our interest-earning assets mature or reprice at different times, or at different speeds, than our interest-bearing liabilities. Our results of operations are also affected by non-interest income, such as service charges, loan fees and gains from the sale of newly originated loans, gains or losses on investments and certain other non-interest related items. Our principal operating expenses, aside from interest expense, consist of compensation and employee benefits, occupancy costs, professional fees, federal deposit insurance costs, data processing expenses and provision for loan losses.

We are significantly impacted by prevailing economic conditions including federal monetary and fiscal policies and federal regulations of financial institutions. Deposit balances are influenced by numerous factors such as competing investments, the level of income and the personal rate of savings within our market areas. Factors influencing lending activities include the demand for housing and the interest rate pricing competition from other lending institutions.

Currently, our business consists of ownership of the Bank, with its main office in Manhattan, Kansas and twenty-eight additional branch offices in central, eastern, southeast and southwest Kansas.

**Critical Accounting Policies.** Critical accounting policies are those which are both most important to the portrayal of our financial condition and results of operations and require our management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our critical accounting policies relate to the allowance for loan losses, the valuation of investment securities, accounting for income taxes and the accounting for goodwill and other intangible assets, all of which involve significant judgment by our management. Information about our critical accounting policies is included under Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2014.

**Summary of Results.** During the third quarter of 2015, we recorded net earnings of \$2.5 million, which was an increase of \$355,000 from the \$2.2 million of net earnings in the third quarter of 2014. The increase in net earnings during the third quarter was primarily the result of a growth in our gains on sales of loans and net interest income.

During the first nine months of 2015, we recorded net earnings of \$7.9 million, which was an increase of \$2.0 million from the \$5.9 million of net earnings in the first nine months of 2014. The increase in net earnings was partially the result of a \$1.7 million recovery on a previously charged-off construction loan, which contributed to a \$700,000 negative provision for loan losses during the first nine months of 2015 compared to a \$600,000 provision for loan losses during the same period of 2014. Higher net interest income and gains on sales of loans during the first nine months of 2015 also contributed to the increase in net earnings as compared to the same period of 2014.

The following table summarizes earnings and key performance measures for the periods presented.

(Dollars in thousands, except per share amounts)	Three months ended		Nine months ended	
	September 30, 2015	2014	September 30, 2015	2014
Net earnings:				
Net earnings	\$ 2,529	\$ 2,174	\$ 7,922	\$ 5,950
Basic earnings per share (1)	\$ 0.76	\$ 0.65	\$ 2.37	\$ 1.79
Diluted earnings per share (1)	\$ 0.73	\$ 0.64	\$ 2.30	\$ 1.76
Earnings ratios:				
Return on average assets (2)	1.15 %	1.02 %	1.22 %	0.96 %
Return on average equity (2)	13.12 %	12.47 %	14.14 %	11.94 %
Equity to total assets	9.12 %	8.22 %	9.12 %	8.22 %
Net interest margin (2) (3)	3.48 %	3.47 %	3.50 %	3.48 %
Dividend payout ratio	26.03 %	28.36 %	24.78 %	30.81 %

(1) Per share values for the periods ended September 30, 2014 have been adjusted to give effect to the 5% stock dividend paid during December 2014.

(2) Ratios have been annualized and are not necessarily indicative of the results for the entire year.

(3) Net interest margin is presented on a fully tax equivalent basis, using a 34% federal tax rate.

**Interest Income.** Interest income of \$7.2 million for the quarter ended September 30, 2015 increased \$140,000, or 2.0%, as compared to the same period of 2014. Interest income on loans decreased \$98,000, or 1.8%, to \$5.3 million for the quarter ended September 30, 2015 compared to the quarter ended September 30, 2014, due to lower tax equivalent yields earned on loans. Our tax equivalent yield on loans decreased from 5.05% during the third quarter of 2014 to 4.92% during the third quarter of 2015. Partially offsetting the lower tax equivalent yields was an increase in our average loan balances, which increased from \$425.1 million during the third quarter of 2014 to \$427.0 million during the third quarter of 2015. Interest income on investment securities increased \$238,000, or 14.0%, to \$1.9 million for the third quarter of 2015, as compared to \$1.7 million in the same period of 2014. The increase in interest income on investment securities was the result of an increase in our average balance of investment securities, which increased from \$331.5 million during the third quarter of 2014 to \$357.2 million during the third quarter of 2015, and an increase in our tax equivalent yield, which increased from 2.44% in the third quarter of 2014 to 2.62% during the third quarter of 2015.

Interest income of \$21.7 million for the nine months ended September 30, 2015 increased \$918,000, or 4.4%, as compared to the same period of 2014. Interest income on loans increased \$132,000, or 0.8%, to \$16.0 million for the first three quarters of 2015 compared to the first three quarters of 2014, due to higher average loan balances. Our average loan balances increased from \$420.9 million during the first nine months of 2014 to \$428.6 million during the

same period of 2015. Partially offsetting the higher average loan balances was a decline in our tax equivalent yield on loans which decreased from 5.07% to 5.01% over the same periods. Interest income on investment securities increased \$786,000, or 16.0%, to \$5.7 million for the first nine months of 2015, as compared to \$4.9 million in the same period of 2014. The increase in interest income on investment securities was primarily the result of an increase in our average balance of investment securities from \$316.0 million during the first nine months of 2014 to \$353.5 million during the first nine months of 2015. Also contributing to the higher interest income on investment securities was an increase in our tax equivalent yield, which increased from 2.48% in the nine months ended September 30, 2014 to 2.58% during the same period of 2015.

**Interest Expense.** Interest expense during the quarter ended September 30, 2015 decreased \$24,000, or 3.0%, to \$773,000 as compared to the same period of 2014. Interest expense on interest-bearing deposits decreased \$40,000, or 13.1%, to \$265,000 for the quarter ended September 30, 2015 as compared to the quarter ended September 30, 2014 primarily as a result of lower average rates on our interest-bearing deposits. Our total cost of interest-bearing deposits declined from 0.22% during the third quarter of 2014 to 0.19% during the third quarter of 2015 as a result of higher average balances in our lower-rate savings, money market and checking accounts and lower balances of higher-rate certificates of deposit. Also contributing to lower interest expense was a decrease in our average interest-bearing deposit balances from \$554.3 million to \$550.9 million from the third quarter of 2014 to the third quarter of 2015. For the third quarter of 2015, interest expense on borrowings increased \$16,000, or 3.3%, to \$508,000 as compared to the same period of 2014, due to an increase in our average outstanding borrowings. Our average outstanding borrowings increased from \$72.4 million in the third quarter of 2014 to \$80.8 million during the same period of 2015. Partially offsetting the increase in average outstanding borrowings was a lower average rate on our borrowings, which decreased from 2.70% in the third quarter of 2014 to 2.49% in third quarter of 2015 as we borrowed on our lower cost lines of credit.

Interest expense during the nine months ended September 30, 2015 decreased \$88,000, or 3.7%, to \$2.3 million as compared to the same period of 2014. Interest expense on interest-bearing deposits decreased \$130,000, or 13.8%, to \$815,000 for the first nine months of 2015 as compared to the same period of 2014, despite increased average balances. Our total cost of interest-bearing deposits declined from 0.23% during the first nine months of 2014 to 0.19% during the same period of 2015 as a result of higher average balances in our lower-rate savings, money market and checking accounts and lower balances of higher-rate certificates of deposit. Our average interest-bearing deposit balances increased from \$551.0 million during the first nine months of 2014 to \$561.4 million during the same period of 2015. For the first nine months of 2015, interest expense on borrowings increased \$42,000, or 2.9%, to \$1.5 million as compared to the same period of 2014, due to an increase in our average outstanding borrowings. Our average outstanding borrowings increased from \$70.9 million in the first nine months of 2014 to \$76.6 million during the same period of 2015. Partially offsetting the increase in average outstanding borrowings was a lower average rate on our borrowings, which decreased from 2.74% in the first nine months of 2014 to 2.61% in same period of 2015.

**Net Interest Income.** Net interest income was \$6.4 million for the quarter ended September 30, 2015, an increase of \$164,000, or 2.6%, from the third quarter of 2014. Net interest margin, on a tax equivalent basis, increased from 3.47% in the third quarter of 2014 to 3.48% in the third quarter of 2015. The increase in net interest income was primarily the result of a 3.0% increase in our average interest-earning assets from \$761.8 million in the third quarter of 2014 to \$784.6 million in the third quarter of 2015.

Net interest income was \$19.3 million for the first nine months of 2015, an increase of \$1.0 million, or 5.5%, from the same period of 2014. Net interest margin, on a tax equivalent basis, increased from 3.48% in the first nine months of 2014 to 3.50% in the same period of 2015. The increase in net interest income was primarily the result of a 5.2% increase in our average interest-earning assets from \$747.1 million in the first nine months of 2014 to \$785.7 million in the first nine months of 2015.

See the Average Assets/Liabilities and Rate/Volume tables at the end of Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for additional details on asset yields, liability rates and net interest margin.

**Provision for Loan Losses.** We maintain, and our Board of Directors monitors, an allowance for losses on loans. The allowance is established based upon management's periodic evaluation of known and inherent risks in the loan portfolio, review of significant individual loans and collateral, review of delinquent loans, past loss experience, adverse situations that may affect the borrowers’ ability to repay, current and expected market conditions, and other factors management deems important. Determining the appropriate level of reserves involves a high degree of management judgment and is based upon historical and projected losses in the loan portfolio and the collateral value or discounted cash flows of specifically identified impaired loans. Additionally, allowance policies are subject to periodic review and revision in response to a number of factors, including current market conditions, actual loss experience and management’s expectations.

During the third quarter of 2015, we recorded a provision for loan losses of \$100,000 compared to \$150,000 in the third quarter of 2014. We recorded net loan charge-offs of \$182,000 during the third quarter of 2015 compared to net loan charge-offs of \$77,000 during the third quarter of 2014.

During the first nine months of 2015, we recorded a negative provision for loan losses of \$700,000 compared to a provision for loan losses of \$600,000 during the same period of 2014. We recorded net loan recoveries of \$1.3 million during the nine months ended September 30, 2015 compared to net loan charge-offs of \$918,000 during the same period of 2014. The net loan recoveries during the first nine months of 2015 were primarily associated with the recovery of \$1.7 million on a \$4.3 million construction loan which was fully charged-off during 2010 and 2011. As of September 30, 2015, the Company has recovered approximately \$2.4 million of the loan and continues to pursue collection of the remaining amount. The net loan recoveries in the first nine months of 2015 were the primary reason for the negative provision for loan losses during the period.

For further discussion of the allowance for loan losses, refer to the “Asset Quality and Distribution” section below.

**Non-interest Income.** Total non-interest income was \$4.5 million in the third quarter of 2015, an increase of \$622,000, or 16.1%, compared to the same period of 2014, primarily as a result of a \$487,000 increase in gains on sales of loans and \$135,000 net gain on sales of investment securities. Gains on sales of loans increased primarily as a result of increased volumes of one-to-four family residential real estate loans originated and sold during the third quarter of 2015 as compared to the same period of 2014. The higher origination volumes were the result of adding mortgage lenders and increased refinancing demand. A net gain was recorded on sales of investment securities during the third quarter of 2015 as we sold \$20.3 million of our agency mortgage-backed investment securities portfolio to reduce exposure to rising interest rates.

Total non-interest income was \$12.9 million in the first nine months of 2015, an increase of \$1.6 million, or 14.6%, compared to the same period of 2014. The increase in non-interest income was primarily the result of an increase of \$1.7 million in gains on sales of loans. Gains on sales of loans increased primarily as a result of increased volumes of one-to-four family residential real estate loans originated and sold during the first nine months of 2015 as compared to the same period of 2014. The higher origination volumes were the result of adding mortgage lenders and increased refinancing demand. Also contributing the increase in non-interest income was a gain of \$236,000 on the sale of a closed branch facility during the first nine months of 2015, which was included in other non-interest income. A net loss of \$119,000 was recorded on sales of investment securities during the first nine months of 2015 as we sold \$30.6 million of our agency mortgage-backed investment securities portfolio to reduce exposure to rising interest rates. During the first nine months of 2014, we recognized \$39,000 in gains on sales of investment securities after selling approximately \$1.1 million of municipal bonds which were identified for sale as part of the ongoing credit review of the portfolio.

**Non-interest Expense.** Non-interest expense increased \$315,000, or 4.5%, to \$7.3 million for the third quarter of 2015 compared to the third quarter of 2014. The increase in non-interest expense was primarily the result of increases of \$278,000 in compensation and benefits, \$83,000 in other non-interest expense and \$58,000 in advertising. The higher compensation and benefits and other non-interest expense in the third quarter of 2015 primarily reflected expenses associated with the expanded mortgage banking activity while the increase in advertising expense was related to deposit-related promotions and rewards. Partially offsetting those increases were declines of \$47,000 in occupancy and equipment, \$30,000 in foreclosure and other real estate expense and \$29,000 in federal deposit insurance premiums.

Non-interest expense increased \$965,000, or 4.6%, to \$21.9 million for the first nine months of 2015 compared to the first nine months of 2014. The increase in non-interest expense was primarily the result of increases of \$866,000 in compensation and benefits and \$320,000 in other non-interest expense. The higher compensation and benefits expense in the first nine months of 2015 primarily reflected expenses associated with the expanded mortgage banking activity while the increase in other non-interest expense reflected a \$163,000 impairment of an affordable housing investment and the expanded mortgage banking activity. The affordable housing investment had a residual equity value which was determined to be impaired based upon an updated appraisal. The Company does not have any other affordable housing investments which include residual equity values. Partially offsetting those increases were declines of \$124,000 in occupancy and equipment, \$117,000 in professional fees and \$70,000 in federal deposit insurance premiums.

**Income Tax Expense.** During the third quarter of 2015, we recorded income tax expense of \$966,000, compared to \$800,000 during the same period of 2014. Our effective tax rate increased from 26.9% in the third quarter of 2014 to 27.6% in the third quarter of 2015 as a result of higher earnings before income taxes.

During the first nine months of 2015, we recorded income tax expense of \$3.2 million, compared to \$2.2 million during the same period of 2014. Our effective tax rate increased from 26.7% in the first nine months of 2014 to 28.7%

in the same period of 2015 as a result of higher earnings before income taxes.

**Financial Condition.** Despite measured improvement in certain metrics, general uncertainty with respect to economic conditions in the United States continues to affect our asset quality and performance. Although the geographic markets in which the Company operates have been impacted by these economic conditions in recent years, the effect has generally not been as severe as those experienced in some areas of the United States. In addition, our loan portfolio is diversified across various types of loans and collateral throughout the markets in which we operate. Despite a few lingering problem loans that management continues to work to resolve, our asset quality has generally improved over the past few years. Outside of identified problem assets, management believes that the Company continues to have a high quality asset base and solid core earnings, and anticipates that its efforts to run a high quality financial institution with a sound asset base will continue to create a strong foundation for continued growth and profitability in the future.

**Asset Quality and Distribution.** Our primary investing activities are the origination of one-to-four family residential real estate, commercial real estate, commercial, agriculture, construction and land, municipal and consumer loans and the purchase of investment securities. Total assets increased to \$866.9 million at September 30, 2015, compared to \$863.5 million at December 31, 2014. The increase in our total assets was primarily the result of an increase in our investment securities. Investment securities increased from \$348.9 million at December 31, 2014 to \$352.4 million at September 30, 2015 as a result of our decision to purchase additional investment securities during the first nine months of 2015.

The allowance for loan losses is established through a provision for loan losses based on our evaluation of the risk inherent in the loan portfolio and changes in the nature and volume of our loan activity. This evaluation, which includes a review of all loans with respect to which full collectability may not be reasonably assured, considers the fair value of the underlying collateral, economic conditions, historical loan loss experience, level of classified loans and other factors that warrant recognition in providing for an appropriate allowance for loan losses. At September 30, 2015, our allowance for loan losses totaled \$5.9 million, or 1.40% of gross loans outstanding, as compared to \$5.3 million, or 1.26% of gross loans outstanding, at December 31, 2014. The allowance for loan losses increased at September 30, 2015, as compared to December 31, 2014, primarily as a result of an increase in our classified loan balances. Our acquisition of Citizens Bank, in November 2013, also impacted our allowance for loan losses to gross loans ratio as the loans were recorded at fair value and no allowance for loans was recorded on the acquisition date.

As of September 30, 2015 and December 31, 2014, approximately \$20.3 million and \$18.1 million, respectively, of loans were assigned a risk rating of special mention, substandard or doubtful. These ratings indicate that the loans identified as potential problem loans have more than normal risk which raised doubts as to the ability of the borrower to comply with present loan repayment terms. Even though the borrowers of such loans were experiencing moderate cash flow problems as well as some deterioration in collateral value, management believed the general allowance was sufficient to cover the risks and probable incurred losses related to such loans at September 30, 2015 and December 31, 2014, respectively.

Loans past due 30-89 days and still accruing interest totaled \$719,000, or 0.17% of gross loans, at September 30, 2015 compared to \$1.1 million, or 0.26% of gross loans, at December 31, 2014. Loans 90 days or more delinquent and accruing interest totaled \$251,000, or 0.06% of gross loans, at September 30, 2015. There were no loans 90 days or more delinquent and accruing interest at December 31, 2014. At September 30, 2015, \$3.7 million in loans were on non-accrual status, or 0.88% of gross loans, compared to \$6.0 million, or 1.44% of gross loans, at December 31, 2014. Non-accrual loans consist of loans 90 or more days past due and certain impaired loans. Our impaired loans totaled \$8.6 million at September 30, 2015 compared to \$10.7 million at December 31, 2014. The difference in the Company's non-accrual loan balances and impaired loan balances at September 30, 2015 was related to TDRs that were accruing interest but still classified as impaired.

At September 30, 2015, the Company had ten loan relationships consisting of eighteen outstanding loans that were classified as TDRs. The Company classified two loan relationships during the first nine months of 2015 as TDRs. The Company classified a commercial loan relationship consisting of \$2.1 million in real estate and land loans as a TDR after agreeing to a bankruptcy plan with the borrower. The bankruptcy plan restarted the amortization period of the loans which extended the maturities. The commercial loan relationship totaled \$4.4 million in 2012 when the loan was placed on non-accrual status after the borrower declared bankruptcy. The outstanding balances have been partially paid down with proceeds from asset sales and cash flows from the properties securing the loans during the bankruptcy process and under the terms of the restructuring agreement. The relationship was returned to accrual status during the third quarter of 2015 based on a satisfactory payment performance by the borrower under the revised terms of the bankruptcy plan. The Company also classified a \$51,000 agriculture loan relationship consisting of two loans as a TDR after extending the maturity of the loans during the first nine months of 2015. Since all of the loans were adequately secured, no charge-offs or impairments were recorded against the principal as of September 30, 2015.

During the third quarter of 2015, a land loan relationship consisting of three loans totaling \$1.6 million, which was previously classified as a TDR during 2012, paid off with proceeds from the sale of assets and a new loan originated at market terms on the remaining assets. During the first quarter of 2015, a \$78,000 commercial loan, which was classified as a TDR during 2014, paid off. No loan modifications were classified as TDRs during the three or nine month periods ended September 30, 2014.

As part of our credit risk management, we continue to manage the loan portfolio to identify problem loans and have placed additional emphasis on commercial real estate and construction and land relationships. We are working to resolve the remaining problem credits or move the non-performing credits out of the loan portfolio.

***Liability Distribution.*** Our primary ongoing sources of funds are deposits, FHLB borrowings, proceeds from principal and interest payments on loans and investment securities and proceeds from the sale of mortgage loans and investment securities. While maturities and scheduled amortization of loans are a predictable source of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates and economic conditions. We experienced a decrease of \$17.0 million in total deposits during the first nine months of 2015, to \$687.5 million at September 30, 2015, from \$704.5 million at December 31, 2014. The decrease in deposits was primarily due to lower balances in money market, checking and certificates of deposit balances. The decreases were partially offset by higher balances in non-interest bearing deposits and savings accounts. Total borrowings increased \$7.7 million to \$84.2 million at September 30, 2015, from \$76.5 million at December 31, 2014. The increase in borrowings was primarily used to offset lower deposit balances.

Non-interest-bearing deposits at September 30, 2015, were \$143.3 million, or 20.8% of deposits, compared to \$130.5 million, or 18.5%, at December 31, 2014. Money market and NOW deposit accounts were 45.4% of our deposit portfolio and totaled \$312.0 million at September 30, 2015, compared to \$330.6 million, or 46.9%, at December 31, 2014. Savings accounts increased to \$79.1 million, or 11.5% of deposits, at September 30, 2015, from \$74.4 million, or 10.6%, at December 31, 2014. Certificates of deposit totaled \$153.1 million, or 22.3% of deposits, at September 30, 2015, compared to \$169.1 million, or 24.0%, at December 31, 2014.

Certificates of deposit at September 30, 2015, scheduled to mature in one year or less, totaled \$100.6 million. Historically, maturing deposits have generally remained with the Bank, and we believe that a significant portion of the deposits maturing in one year or less will remain with us upon maturity in some type of deposit account.

**Cash Flows.** During the nine months ended September 30, 2015, our cash and cash equivalents decreased by \$86,000. Our operating activities provided net cash of \$10.3 million during the first nine months of 2015. Our investing activities provided net cash of \$871,000 during the first nine months of 2015, primarily as a result of purchasing investment securities with funds provided by sales and maturities of investment securities over the same time period. Financing activities used net cash of \$11.2 million during the first nine months of 2015, primarily as a result of decreased deposit balances which were partially offset with increased borrowings.

**Liquidity.** Our most liquid assets are cash and cash equivalents and investment securities available for sale. The levels of these assets are dependent on the operating, financing, lending and investing activities during any given period. These liquid assets totaled \$365.1 million at September 30, 2015 and \$361.7 million at December 31, 2014. During periods in which we are not able to originate a sufficient amount of loans and/or periods of high principal prepayments, we generally increase our liquid assets by investing in short-term, high-grade investments.

Liquidity management is both a daily and long-term function of our strategy. Excess funds are generally invested in short-term investments. Excess funds are typically generated as a result of increased deposit balances, while uses of excess funds are generally deposit withdrawals and loan advances. In the event we require funds beyond our ability to generate them internally, additional funds are generally available through the use of FHLB advances, a line of credit with the FHLB, other borrowings or through sales of investment securities. At September 30, 2015, we had outstanding FHLB advances of \$35.0 million and \$13.3 million borrowed against our line of credit with the FHLB. At September 30, 2015, we had collateral pledged to the FHLB that would allow us to borrow an additional \$31.8 million, subject to FHLB credit requirements and policies. At September 30, 2015, we had no borrowings through the Federal Reserve discount window, while our borrowing capacity with the Federal Reserve was \$16.1 million. We also have various other federal funds agreements, both secured and unsecured, with correspondent banks totaling approximately \$50.0 million in available credit under which we had no outstanding borrowings at September 30, 2015. At September 30, 2015, we had subordinated debentures totaling \$21.0 million and other borrowings of \$14.9 million, which included \$12.4 million in repurchase agreements and \$2.5 million on a line of credit. The Company has a \$7.5 million line of credit from an unrelated financial institution maturing on November 1, 2016, with an interest rate that adjusts daily based on the prime rate plus 0.25%, and a floor of 3.75%. This line of credit has covenants

specific to capital and other financial ratios, with which the Company was in compliance at September 30, 2015.

***Off Balance Sheet Arrangements.*** As a provider of financial services, we routinely issue financial guarantees in the form of financial and performance standby letters of credit. Standby letters of credit are contingent commitments issued by us generally to guarantee the payment or performance obligation of a customer to a third party. While these standby letters of credit represent a potential outlay by us, a significant amount of the commitments may expire without being drawn upon. We have recourse against the customer for any amount the customer is required to pay to a third party under a standby letter of credit. The letters of credit are subject to the same credit policies, underwriting standards and approval process as loans made by us. Most of the standby letters of credit are secured, and in the event of nonperformance by the customers, we have the right to the underlying collateral, which could include commercial real estate, physical plant and property, inventory, receivables, cash and marketable securities. The contract amount of these standby letters of credit, which represents the maximum potential future payments guaranteed by us, was \$948,000 at September 30, 2015.

At September 30, 2015, we had outstanding loan commitments, excluding standby letters of credit, of \$76.6 million. We anticipate that sufficient funds will be available to meet current loan commitments. These commitments consist of unfunded lines of credit and commitments to finance real estate loans.

**Capital.** Current regulatory capital regulations require financial institutions (including banks and bank holding companies) to meet certain regulatory capital requirements. On January 1, 2015, the Company and the Bank became subject to the Basel III Rules that implemented the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Basel III Rules are applicable to all U.S. banks that are subject to minimum capital requirements, as well as to bank and savings and loan holding companies other than “small bank holding companies” (generally, non-public bank holding companies with consolidated assets of less than \$1.0 billion).

The Basel III Rules have maintained the general structure of the prompt corrective action framework, while incorporating increased requirements. The Basel III Rules include a new common equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0%, require a minimum ratio of Total Capital to risk-weighted assets of 8.0%, and require a minimum Tier 1 leverage ratio of 4.0%. A new capital conservation buffer, comprised of common equity Tier 1 capital, is also established above the regulatory minimum capital requirements. This capital conservation buffer will be phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. The Basel III Rules provide banks with under \$250 billion in assets with a one-time opt-out election to remove the impact of certain unrealized capital gains and losses from the calculation of capital. The Bank made the one-time AOCI opt-out election on its first Call Report filed after January 1, 2015. As of September 30, 2015 and December 31, 2014, the Bank was rated “well capitalized,” which is the highest rating available under the regulatory capital regulations framework for prompt corrective action. Management believes that as of September 30, 2015, the Company and the Bank met all capital adequacy requirements to which we are subject.

**Dividends.** During the quarter ended September 30, 2015, we paid a quarterly cash dividend of \$0.19 per share to our stockholders.

The payment of dividends by any financial institution or its holding company is affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations. In addition, under the Basel III Rules, financial institutions will have to maintain 2.5% in Common Equity Tier 1 attributable to the capital conservation buffer in order to pay dividends and make other capital distributions. This buffer is to be phased in over three years beginning in 2016. As described above, the Bank exceeded its minimum capital requirements under applicable guidelines as of September 30, 2015. The National Bank Act imposes limitations on the amount of dividends that a national bank may pay without prior regulatory approval. Generally, the amount is limited to the bank's current year's net earnings plus the adjusted retained earnings for the two preceding years. As of September 30, 2015, approximately \$19.8 million was available to be paid as dividends to the Company by the Bank without prior regulatory approval.

Additionally, our ability to pay dividends is limited by the subordinated debentures that are held by three business trusts that we control. Interest payments on the debentures must be paid before we pay dividends on our capital stock,

including our common stock. We have the right to defer interest payments on the debentures for up to 20 consecutive quarters. However, if we elect to defer interest payments, all deferred interest must be paid before we may pay dividends on our capital stock.

**Average Assets/Liabilities.** The following tables reflects the tax-equivalent yields earned on average interest-earning assets and costs of average interest-bearing liabilities for the periods indicated (derived by dividing income or expense by the monthly average balance of assets or liabilities, respectively) as well as “net interest margin” (which reflects the effect of the net earnings balance) for the periods shown:

	Three months ended September 30, 2015			Three months ended September 30, 2014			
	Average balance	Interest	Average yield/rate (Dollars in thousands)	Average balance	Interest	Average yield/rate	
<b>Assets</b>							
Interest-earning assets:							
Interest-bearing deposits at banks	\$425	\$-	0.00 %	\$5,111	\$3	0.23	%
Investment securities (1)	357,202	2,357	2.62 %	331,529	2,041	2.44	%
Loans receivable, net (2)	426,976	5,292	4.92 %	425,121	5,409	5.05	%
Total interest-earning assets	784,603	7,649	3.87 %	761,761	7,453	3.88	%
Non-interest-earning assets	84,800			84,024			
Total	\$869,403			\$845,785			
<b>Liabilities and Stockholders' Equity</b>							
Interest-bearing liabilities:							
Money market and checking	\$315,956	\$78	0.10 %	\$299,874	\$71	0.09	%
Savings accounts	78,723	6	0.03 %	73,641	5	0.03	%
Time deposit	156,261	181	0.46 %	180,744	229	0.50	%
Total deposits	550,940	265	0.19 %	554,259	305	0.22	%
FHLB advances and other borrowings	80,834	508	2.49 %	72,381	492	2.70	%
Total interest-bearing liabilities	631,774	773	0.49 %	626,640	797	0.50	%
Non-interest-bearing liabilities	161,146			149,982			
Stockholders' equity	76,483			69,163			
Total	\$869,403			\$845,785			
Interest rate spread (3)			3.38 %			3.38	%
Net interest margin (4)		\$6,876	3.48 %		\$6,656	3.47	%
Tax-equivalent interest - imputed		449			393		
Net interest income		\$6,427			\$6,263		
Ratio of average interest-earning assets to average interest-bearing liabilities			124.2 %			121.6	%

(1) Income on tax exempt securities is presented on a fully tax-equivalent basis, using a 34% federal tax rate.

(2) Includes loans classified as non-accrual. Income on tax-exempt loans is presented on a fully tax-equivalent basis, using a 34% federal tax rate.

(3)

Interest rate spread represents the difference between the average yield earned on interest-earning assets and the average rate paid on interest-bearing liabilities.

(4) Net interest margin represents annualized, tax-equivalent net interest income divided by average interest-earning assets.

	Nine months ended September 30, 2015			Nine months ended September 30, 2014				
	Average balance	Interest	Average yield/rate	Average balance	Interest	Average yield/rate		
(Dollars in thousands)								
Assets								
Interest-earning assets:								
Interest-bearing deposits at banks	\$3,623	\$7	0.26	%	\$10,146	\$19	0.25	%
Investment securities (1)	353,495	6,814	2.58	%	316,010	5,854	2.48	%
Loans receivable, net (2)	428,596	16,062	5.01	%	420,943	15,950	5.07	%
Total interest-earning assets	785,714	22,883	3.89	%	747,099	21,823	3.91	%
Non-interest-earning assets	84,833				84,571			
Total	\$870,547				\$831,670			
Liabilities and Stockholders' Equity								
Interest-bearing liabilities:								
Money market and checking	\$321,951	\$232	0.10	%	\$294,647	\$210	0.10	%
Savings accounts	78,419	18	0.03	%	73,553	17	0.03	%
Time deposit	161,064	565	0.47	%	182,823	718	0.53	%
Total deposits	561,434	815	0.19	%	551,023	945	0.23	%
FHLB advances and other borrowings	76,582	1,496	2.61	%	70,894	1,454	2.74	%
Total interest-bearing liabilities	638,016	2,311	0.48	%	621,917	2,399	0.52	%
Non-interest-bearing liabilities	157,602				143,146			
Stockholders' equity	74,929				66,607			
Total	\$870,547				\$831,670			
Interest rate spread (3)			3.41	%			3.39	%
Net interest margin (4)		\$20,572	3.50	%		\$19,424	3.48	%
Tax-equivalent interest - imputed		1,227				1,085		
Net interest income		\$19,345				\$18,339		
Ratio of average interest-earning assets to average interest-bearing liabilities			123.1	%			120.1	%

- (1) Income on tax exempt securities is presented on a fully tax-equivalent basis, using a 34% federal tax rate.
- (2) Includes loans classified as non-accrual. Income on tax-exempt loans is presented on a fully tax-equivalent basis, using a 34% federal tax rate.
- (3) Interest rate spread represents the difference between the average yield earned on interest-earning assets and the average rate paid on interest-bearing liabilities.
- (4) Net interest margin represents annualized, tax-equivalent net interest income divided by average interest-earning assets.

**Rate/Volume Table.** The following table describes the extent to which changes in tax-equivalent interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities affected the Company's interest income and expense for the periods indicated. The table distinguishes between (i) changes attributable to rate (changes in rate multiplied by prior volume), (ii) changes attributable to volume (changes in volume multiplied by prior rate), and (iii) net change (the sum of the previous columns). The net changes attributable to the combined effect of volume and rate that cannot be segregated have been allocated proportionately to the change due to volume and the change due to rate.

	Three months ended September 30, 2015 vs 2014			Nine months ended September 30, 2015 vs 2014		
	Increase/(decrease) attributable to Volume	Rate	Net	Increase/(decrease) attributable to Volume	Rate	Net
	(Dollars in thousands)			(Dollars in thousands)		
<b>Interest income:</b>						
Interest-bearing deposits at banks	\$ (1 )	\$ (2 )	\$ (3 )	\$ (13 )	\$ 1	\$ (12 )
Investment securities	162	154	316	716	244	960
Loans	24	(141 )	(117 )	321	(209 )	112
Total	185	11	196	1,024	36	1,060
<b>Interest expense:</b>						
Deposits	(2 )	(38 )	(40 )	16	(146 )	(130 )
Other borrowings	48	(32 )	16	103	(61 )	42
Total	46	(70 )	(24 )	119	(207 )	(88 )
Net interest income	\$ 139	\$ 81	\$ 220	\$ 905	\$ 243	\$ 1,148

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our assets and liabilities are principally financial in nature, and the resulting net interest income thereon is subject to changes in market interest rates and the mix of various assets and liabilities. Interest rates in the financial markets affect our decisions relating to pricing our assets and liabilities, which impact net interest income, a significant cash flow source for us. As a result, a substantial portion of our risk management activities relates to managing interest rate risk.

Our Asset/Liability Management Committee monitors the interest rate sensitivity of our balance sheet using earnings simulation models. We have set policy limits of interest rate risk to be assumed in the normal course of business and monitor such limits through our simulation process.

We have been successful in meeting the interest rate sensitivity objectives set forth in our policy. Simulation models are prepared to determine the impact on net interest income for the coming twelve months, including one using rates

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at September 30, 2015, and forecasting volumes for the twelve-month projection. This position is then subjected to a shift in interest rates of 100 and 200 basis points with an impact to our net interest income on a one-year horizon as follows:

Scenario	Dollar change in net interest income (\$000's)	Percent change in net interest income
200 basis point rising	\$ (660 )	(2.6 )%
100 basis point rising	\$ (328 )	(1.3 )%
100 basis point falling	\$ (307 )	(1.2 )%
200 basis point falling	NM	NM

The 200 basis point falling scenario is considered to be not meaningful (“NM”) in the current low interest rate environment.

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

### Forward-Looking Statements

This document (including information incorporated by reference) contains, and future oral and written statements by us and our management may contain, forward-looking statements, within the meaning of such term in the Private Securities Litigation Reform Act of 1995, with respect to our financial condition, results of operations, plans, objectives, future performance and business. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of our management and on information currently available to management, are generally identifiable by the use of words such as “believe,” “expect,” “anticipate,” “plan,” “intend,” “estimate,” “may,” “will,” “could,” “should” or other similar expressions. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and we undertake no obligation to update any statement in light of new information or future events.

Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on operations and future prospects by us and our subsidiaries include, but are not limited to, the following:

- The strength of the United States economy in general and the strength of the local economies in which we conduct our operations which may be less favorable than expected and may result in, among other things, a deterioration in the credit quality and value of our assets.

- The effects of, and changes in, federal, state and local laws, regulations and policies affecting banking, securities, insurance and monetary and financial matters (including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated thereunder, as well as the Basel III Rules and the effects of increases in Federal Deposit Insurance Corporation premiums.

- The effects of changes in interest rates (including the effects of changes in the rate of prepayments of our assets) and the policies of the Board of Governors of the Federal Reserve System.

- Our ability to compete with other financial institutions as effectively as we currently do due to increases in competitive pressures in the financial services sector.

  - Our inability to obtain new customers and to retain existing customers.

- The timely development and acceptance of products and services, including products and services offered through alternative delivery channels such as the Internet.

- Technological changes implemented by us and by other parties, including third-party vendors, which may be more difficult or more expensive than anticipated or which may have unforeseen consequences to us and our customers.

  - Our ability to develop and maintain secure and reliable electronic systems.

- Our ability to retain key executives and employees and the difficulty that we may experience in replacing key executives and employees in an effective manner.

  - Consumer spending and saving habits which may change in a manner that affects our business adversely.

  - Our ability to successfully integrate acquired businesses and future growth.

  - The costs, effects and outcomes of existing or future litigation.

Changes in accounting policies and practices, as may be adopted by state and federal regulatory agencies and the FASB.

The economic impact of past and any future terrorist attacks, acts of war or threats thereof, and the response of the United States to any such threats and attacks.

- Our ability to effectively manage our credit risk.
- Our ability to forecast probable loan losses and maintain an adequate allowance for loan losses.
- The effects of declines in the value of our investment portfolio.
- Our ability to raise additional capital if needed.
- Cyber-attacks.
- The effects of declines in real estate markets.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning us and our business, including other factors that could materially affect our financial results, is included in our filings with the Securities and Exchange Commission, including the “Risk Factors” section in our Annual Report on Form 10-K for the year ended December 31, 2014.

#### **ITEM 4. CONTROLS AND PROCEDURES**

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of September 30, 2015. Based on that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective as of September 30, 2015.

There were no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2015 that materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

There are no material pending legal proceedings to which the Company or its subsidiaries is a party or which any of their property is subject, other than ordinary routine litigation incidental to their respective businesses.

### **ITEM 1A. RISK FACTORS**

There have been no material changes in the risk factors applicable to the Company from those disclosed in Part I, Item 1A. “Risk Factors,” in the Company's 2014 Annual Report on Form 10-K.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

### **ITEM 5. OTHER INFORMATION**

None

## ITEM 6. EXHIBITS

Exhibit 10.1 Seventh Amendment to Revolving Credit Agreement, dated November 1, 2015, between Landmark Bancorp, Inc. and First National Bank of Omaha

Exhibit 31.1 Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)

Exhibit 31.2 Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)

Exhibit 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) Consolidated Balance Sheets as of September 30, 2015 and December 31, 2014; (ii) Consolidated Statements of Earnings for the three and nine months ended September 30, 2015 and September 30, 2014; (iii) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2015 and September 30, 2014; (iv) Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and September 30, 2014; (v) Consolidated Statements of Stockholders' Equity for the nine months ended September 30, 2015 and September 30, 2014; and (vi) Notes to Consolidated Financial Statements

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LANDMARK BANCORP, INC.

Date: November 13, 2015 /s/ Michael E. Scheopner  
Michael E. Scheopner  
President and Chief Executive Officer

Date: November 13, 2015 /s/ Mark A. Herpich  
Mark A. Herpich  
Vice President, Secretary, Treasurer  
and Chief Financial Officer