

Edgar Filing: FFLC BANCORP INC - Form 10-Q

FFLC BANCORP INC  
Form 10-Q  
April 24, 2003

U.S. SECURITIES AND EXCHANGE  
COMMISSION Washington, D.C.  
20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended March 31, 2003

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 0-22608

FFLC BANCORP, INC.  
-----

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
-----  
(State or Other Jurisdiction  
of Incorporation or Organization)

59-3204891  
-----  
(I.R.S. Employer  
Identification No.)

800 North Boulevard West, Post Office Box 490420, Leesburg, Florida 34749-0420  
-----  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code (352) 787-3311  
-----

Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report.

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

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Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12B-2 of the Exchange Act): Yes [ ] No [X]

APPLICABLE ONLY TO CORPORATE ISSUERS:

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

Common stock, par value	5,391,749 shares outstanding at
\$.01 per share	April 23, 2003
-----	-----

FFLC BANCORP, INC.

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FFLC BANCORP, INC.

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Balance Sheets  
(\$ in thousands, except per share amounts)

	At March 31, ----- 2003 ----- (unaudited)
Assets	
Cash and due from banks	\$ 36,223
Interest-earning deposits	58,027 -----
Cash and cash equivalents	94,250
Securities available for sale	88,720
Loans, net of allowance for loan losses of \$5,311 in 2003 and \$5,181 in 2002	733,567
Accrued interest receivable	3,720
Premises and equipment, net	19,617
Foreclosed assets	906
Federal Home Loan Bank stock, at cost	7,700
Deferred income taxes	709
Other assets	1,467 -----
Total	\$ 950,656 =====

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### Liabilities and Stockholders' Equity

Liabilities:	
Noninterest-bearing demand deposits	24,854
NOW and money-market accounts	149,750
Savings accounts	25,951
Certificates	493,663
	-----
Total deposits	694,218
Advances from Federal Home Loan Bank	149,000
Other borrowed funds	17,081
Guaranteed preferred beneficial interest in junior subordinated debentures	5,000
Accrued expenses and other liabilities	12,630
	-----
Total liabilities	877,929
	-----
Stockholders' equity:	
Preferred stock, \$.01 par value, 1,000,000 shares authorized, none outstanding	-
Common stock, \$.01 par value, 9,000,000 shares authorized, 6,371,440 in 2003 and 4,574,944 in 2002 shares issued	64
Additional paid-in-capital	31,660
Retained income	60,219
Accumulated other comprehensive income	540
Treasury stock, at cost (994,274 shares in 2003 and 991,669 shares in 2002)	(19,756)
	-----
Total stockholders' equity	72,727
	-----
Total	\$ 950,656
	=====

See accompanying Notes to Condensed Consolidated Financial Statements.

FFLC BANCORP, INC.

Condensed Consolidated Statements of Income (Unaudited)  
(\$ in thousands, except per share amounts)

Three Months Ended March 31,	
-----	
2003	2002

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Interest income:		
Loans	\$ 12,722	12,842
Securities	588	761
Other interest-earning assets	267	240
	-----	-----
Total interest income	13,577	13,843
	-----	-----
Interest expense:		
Deposits	4,415	5,218
Borrowed funds	2,127	2,273
	-----	-----
Total interest expense	6,542	7,491
	-----	-----
Net interest income	7,035	6,352
Provision for loan losses	406	258
	-----	-----
Net interest income after provision for loan losses	6,629	6,094
	-----	-----
Noninterest income:		
Deposit account fees	231	218
Other service charges and fees	584	461
Net gain on sales of loans held for sale	271	46
Other	197	168
	-----	-----
Total noninterest income	1,283	893
	-----	-----
Noninterest expense:		
Salaries and employee benefits	2,446	2,016
Occupancy expense	648	573
Data processing expense	273	252
Professional services	103	102
Advertising and promotion	137	111
Other	515	390
	-----	-----
Total noninterest expense	4,122	3,444
	-----	-----
Income before income taxes	3,790	3,543
Income taxes	1,436	1,335
	-----	-----
Net income	\$ 2,354	2,208
	=====	=====
Basic income per share	\$ .44	.41
	=====	=====
Weighted-average number of shares outstanding for basic	5,373,607	5,351,664
	=====	=====

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Diluted income per share	\$ .43	.41
	=====	=====
Weighted-average number of shares outstanding for diluted	5,479,331	5,459,600
	=====	=====
Dividends per share \$	.10	.09
	=====	=====

See accompanying Notes to Condensed Consolidated Financial Statements

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FFLC BANCORP, INC.

Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

Three Months Ended March 31, 2003 and 2002  
(\$ in thousands)

	Common Stock		Additional		Retain
	Number of	Amount	Paid-In	Treasury	Inco
	Shares		Capital	Stock	
	-----	-----	-----	-----	-----
Balance at December 31, 2001	4,542,953	\$ 45	31,355	(19,347)	51,
Comprehensive income:					
Net income (unaudited)	-	-	-	-	2,
Change in unrealized gains on securities available for sale, net of income tax benefit of \$135 (unaudited)	-	-	-	-	-
Comprehensive income (unaudited)					
Net proceeds from the issuance of common stock, stock options exercised (unaudited)	15,427	1	114	-	-
Dividends paid (unaudited)	-	-	-	-	(
Purchase of treasury stock, 6,944 shares (unaudited)	-	-	-	(160)	-

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Balance at March 31, 2002 (unaudited)	4,558,380	\$ 46	31,469	(19,507)	53,
	=====	==	=====	=====	=====

(continued)

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FFLC BANCORP, INC.

Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited), Continued

Three Months Ended March 31, 2003 and 2002  
(\$ in thousands)

	Common Stock Number of Shares	Amount	Additional Paid-In Capital	Treasury Stock	Retain Inco
	-----	-----	-----	-----	-----
Balance at December 31, 2002	4,574,944	\$ 46	31,638	(19,667)	58,4
Comprehensive income:					
Net income (unaudited)	-	-	-	-	2,3
Change in unrealized gains on securities available for sale, net of income tax benefit of \$52 (unaudited)	-	-	-	-	-
Change in unrealized loss on derivative instrument, net of income tax benefit of \$6 (unaudited)	-	-	-	-	-
Comprehensive income (unaudited)					
Net proceeds from the issuance of common stock, stock options exercised (unaudited)	4,227	-	40	-	-
Dividends paid (unaudited)	-	-	-	-	(5
Purchase of treasury stock, 2,605 shares (unaudited)	-	-	-	(89)	-
Three-for-two stock split (unaudited)	1,792,269	18	(18)	-	-

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	-----	--	-----	-----	-----
Balance at March 31, 2003 (unaudited)	6,371,440	\$ 64	31,660	(19,756)	60,2
	=====	==	=====	=====	=====

See accompanying Notes to Condensed Consolidated Financial Statements.

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FFLC BANCORP, INC.

Condensed Consolidated Statements of Cash Flows (Unaudited)  
(In thousands)

		Three Months Ended March 31,	
		2003	2002
		----	----
Cash flows from operating activities:			
Net income		\$ 2,354	2,2
Adjustments to reconcile net income			
to net cash provided by (used in) operating activities:			
Provision for loan losses	406		2
Depreciation and amortization	301		2
Credit for deferred income taxes	(164)		(
Gain on sale of foreclosed assets	-		(
Net amortization of premiums and discounts on securities	235		
Net deferral of loan fees and costs	(134)		(
Net gain on sales of loans held for sale	(271)		(
Loans originated for sale	(16,339)		(1,6
Proceeds from sales of loans held for sale	16,556		3,5
Decrease in accrued interest receivable	461		
Increase in other assets	(65)		(2
Increase in accrued expenses and other liabilities	4,216		4,4
	-----		-----
Net cash provided by operating activities		7,556	8,6
		-----	-----
Cash flows from investing activities:			
Proceeds from principal repayments and maturities on securities			
available for sale	7,827		4,5
Purchase of securities available for sale	(19,596)		(15,2
Loan disbursements	(65,800)		(63,6
Principal repayments on loans	66,532		46,2
Purchase of premises and equipment, net	(549)		(7
Proceeds from sales of foreclosed assets	541		3
	-----		-----
Net cash used in investing activities		(11,045)	(28,5
		-----	-----
Cash flows from financing activities:			



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Net increase in deposits	26,160	7,4
Net increase in other borrowed funds	2,778	4,0
Issuance of common stock	40	1
Purchase of treasury stock	(89)	(1
Cash dividends paid	(544)	(4
	-----	-----
Net cash provided by financing activities	28,345	10,9
	-----	-----
Net increase (decrease) in cash and cash equivalents	24,856	(8,8
Cash and cash equivalents at beginning of period	69,394	49,7
	-----	-----
Cash and cash equivalents at end of period	\$ 94,250	40,9
	=====	=====

(continued)

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FFLC BANCORP, INC.

Condensed Consolidated Statements of Cash Flows (Unaudited), Continued  
(In thousands)

Supplemental disclosures of cash flow information- Cash paid during the period  
for:

Interest \$

Income taxes \$

Noncash investing and financing activities:

Accumulated other comprehensive income:

Net change in unrealized gain on securities available for sale, net of tax benefit \$

Net change in unrealized loss on derivative instrument, net of tax benefit \$

Transfers from loans to foreclosed assets \$

Loans originated on sales of foreclosed assets \$

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Loans funded by and sold to correspondent

See accompanying Notes to Condensed Consolidated Financial Statements.

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## FFLC BANCORP, INC.

### Notes to Condensed Consolidated Financial Statements (Unaudited)

1. **Basis of Presentation.** In the opinion of the management of FFLC Bancorp, Inc. (the "Holding Company"), the accompanying condensed consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position at March 31, 2003 and the results of operations and cash flows for the three-month periods ended March 31, 2003 and 2002. The results of operations for the three-month period ended March 31, 2003, are not necessarily indicative of results that may be expected for the year ending December 31, 2003.

The condensed consolidated financial statements include the accounts of the Holding Company and its three subsidiaries, First Federal Savings Bank of Lake County (the "Bank"), First Alliance Title, LLC and FFLC Statutory Trust I and the Bank's wholly-owned subsidiary, Lake County Service Corporation (together, the "Company"). All significant intercompany accounts and transactions have been eliminated in consolidation.

2. **Loans.** The following table sets forth the composition of the Bank's loan portfolio in dollar amounts and percentages at the dates indicated (in thousands):

	At March 31, 2003		
	Amount	% of Total	
Mortgage loans:			
One-to-four-family residential *	\$ 388,995	51.50%	\$ 3
Construction and land	34,083	4.51	
Multi-family units	21,845	2.89	
Commercial real estate, churches and other	140,686	18.63	1
	-----	-----	-----
Total mortgage loans	585,609	77.53	5
Consumer loans	141,116	18.68	1
Commercial loans	28,604	3.79	
	-----	-----	-----
Total loans (1)	755,329	100.00%	7

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Undisbursed portion of loans in process	(17,123)
Net deferred loan costs	672
Allowance for loan losses (2)	(5,311)
	-----
Loans, net	\$ 733,567
	=====

\* Includes \$14.5 million and \$14.4 million of loans held for sale at March 31, 2003 and December 31, 2002, respectively.

(1) Total loans outstanding by department consists of the following (in thousands):

	At			
	March 31, 2003		December 31, 2002	
	Amount	% of Total	Amount	% of Total
	-----	-----	-----	-----
Residential	\$ 379,460	50.23%	\$ 385,711	50.98%
Commercial	231,257	30.62	229,930	30.39
Consumer	144,612	19.15	140,914	18.63
	-----	-----	-----	-----
	\$ 755,329	100.00%	\$ 756,555	100.00%
	=====	=====	=====	=====

(continued)

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FFLC BANCORP, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

2. Loans, Continued.

(2) Total allowance for loan losses by department consist of the following (in thousands):

	At			
	March 31, 2003		December 31, 2002	
	Amount	% to Gross Loans	Amount	% to Gross Loans
	-----	-----	-----	-----
Residential	\$ 1,207	.32%	\$ 1,175	.30%
Commercial	2,968	1.28	2,949	1.28
Consumer	1,136	.79	1,057	.75

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-----		-----
\$ 5,311	.70%	\$ 5,181 .68%
=====	=====	=====

Total gross loans originated by department, including unfunded construction and line of credit loans, consist of the following (in thousands):

	Three Months Ended March 31,	
	----- 2003	----- 2002
	-----	-----
Residential	\$ 45,013	30,877
Commercial	25,898	24,008
Consumer	20,973	18,103
	-----	-----
	\$ 91,884	72,988
	=====	=====

3. Loan Impairment and Loan Losses. The Company also prepares a quarterly review of the adequacy of the allowance for loan losses to identify and value impaired loans in accordance with guidance in the Statements of Financial Accounting Standards No. 114 and 118.

An analysis of the change in the allowance for loan losses was as follows (in thousands):

	Three Months Ended March 31,	
	----- 2003	----- 2002
	-----	-----
Balance at January 1	\$ 5,181	4,289
Provision for loan losses	406	258
Net loans charged-off	(276)	(274)
	-----	-----
Balance at March 31	\$ 5,311	4,273
	=====	=====

(continued)

FFLC BANCORP, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

3. Loan Impairment and Loan Losses, Continued. The following summarizes the amount of impaired loans, all of which were collateral dependent (in thousands):

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	----- March 31, 2003 -----
Loans identified as impaired:	
Gross loans with no related allowance for losses	\$ -
Gross loans with related allowance for losses recorded	631
Less: Allowances on these loans	(85)
	-----
Net investment in impaired loans	\$ 546 =====
The average net investment in impaired loans and interest income recognized and received on impaired loans was as follows (in thousands):	
	Three Month March ----- 2003
Average net investment in impaired loans	\$ 443 =====
Interest income recognized on impaired loans	\$ 2 =====
Interest income received on impaired loans	\$ 2 =====
Nonaccrual and past due loans were as follows (in thousands):	
	----- March 31, ----- 2003 -----
Nonaccrual loans	\$ 2,741
Accruing loans past due ninety days or more	46
	-----
Total	\$ 2,787 =====

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has been computed by dividing the net income for the period by the weighted-average number of shares outstanding. Shares of common stock purchased by the RRP incentive plans are only considered outstanding when the shares are released or committed to be released for allocation to participants. Diluted income per share is computed by dividing net income by the weighted-average number of shares outstanding including the dilutive effect of stock options computed using the treasury stock method. All per share amounts reflect the three-for-two stock split declared on February 14, 2003. The following table presents the calculation of basic and diluted income per share of common stock:

	Thru Mar 2003 ----
Weighted-average shares of common stock issued and outstanding before adjustments for RRP and common stock options	5,377,71
Adjustment to reflect the effect of unallocated RRP shares	(4,10
	-----
Weighted-average shares for basic income per share	5,373,60 =====
Basic income per share	\$ .4 =====
Total weighted-average common shares and equivalents outstanding for basic income per share computation	5,373,60
Additional dilutive shares using the average market value for the period utilizing the treasury stock method regarding stock options	105,72 -----
Weighted-average common shares and equivalents outstanding for diluted income per share	5,479,33 =====
Diluted income per share	\$ .4 =====

5. Stock Split. On February 14, 2003, the Board of Directors declared a three-for-two stock split on all outstanding common shares for shareholders of record on February 28, 2003, which were distributed on March 14, 2003. Any fractional shares resulting from the split were paid in cash based on the closing price on the record date.

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6. Stock Option Plans. During 2002, the Company adopted a new stock option plan (the "2002 Plan") which authorizes the Company to issue up to 375,000 shares (adjusted) in connection with options granted to directors, officers or employees of the Company. The terms and vesting periods will be determined as each option is granted, but the option price cannot be less than the then current market value of the common stock at the grant date. No options have been granted under the 2002 Plan through March 31, 2003.

The Company also has a 1993 stock option plan (the "Plan") under which common shares are authorized to be issued in connection with options granted to directors, officers and employees of the Company. Options granted under the Plan are exercisable at the market price of the common stock at the date of grant. Such incentive stock options granted to officers and employees are exercisable in three equal annual installments, with the first installment becoming exercisable one year from the date of grant. Options granted to outside directors are exercisable immediately, but any common shares obtained from exercise of the options may not be sold prior to one year from the date of grant. All options expire at the earlier of ten years for officers and employees or twenty years for directors from the date of grant or one year following the date which the outside director, officer or employee ceases to serve in such capacity. At March 31, 2003, 50,570 options (adjusted) remain available under the Plan for grant to future directors, officers and employees.

The following is a summary of stock option transactions during the three-month periods ended March 31, 2003 and 2002 (All options and option price per share information has been adjusted to reflect the three-for-two stock split in 2003):

	Number of Options	Range of Per Share Option Price	Weighted- Average Per Share Price
Outstanding, December 31, 2001	200,312	\$ 4.00-14.17	6.01
Exercised	(23,140)	4.00-10.83	4.55
	-----		
Outstanding, March 31, 2002	177,172	\$ 4.00-14.17	6.27
	=====	=====	=====
Outstanding, December 31, 2002	152,327	4.00-14.17	6.61
Exercised	(6,340)	4.00-10.20	6.45
	-----		
Outstanding, March 31, 2003	145,987	\$ 4.00-14.17	6.53
	=====	=====	=====

(continued)

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FFLC BANCORP, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

6. Stock Option Plans, Continued

No stock options were granted under the Plans during the three-month periods ended March 31, 2003 or 2002. SFAS No. 123 requires pro forma fair value disclosures if the intrinsic value method is being utilized to value stock-based compensation awards. For purposes of pro forma disclosures, the estimated fair value of stock options granted is included in expense in the period vesting occurs. The proforma information has been determined as if the Company had accounted for its stock options under the fair value method of SFAS No. 123. The Company accounts for their stock option plans under the recognition and measurement principles of APB No. 25. No stock-based employee compensation cost is reflected in net income during the periods presented, as all stock options granted under the plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net income and basic and diluted income per share as if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation (in thousands, except per share amounts):

	Three Months Ended March 31,	
	2003	2002
	----	----
Weighted-average grant-date fair value of stock options issued during the period	\$ N/A =====	N/A =====
Net income, as reported	\$ 2,354	2,208
Deduct: Total stock-based employee compensation determined under the fair value based method for all awards, net of related tax benefit	- -----	(3) -----
Proforma net income	\$ 2,354 =====	2,205 =====
Basic income per share:		
As reported	\$ .44 =====	.41 =====
Proforma	\$ .44 =====	.41 =====
Diluted income per share:		
As reported	\$ .43 =====	.41 =====
Proforma	\$ .43 =====	.41 =====



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7. Reclassifications. Certain amounts in the 2002 condensed consolidated financial statements have been reclassified to conform to the 2003 presentation.

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FFLC BANCORP, INC.

Review by Independent Certified Public Accountants

Hacker, Johnson & Smith PA, the Company's independent certified public accountants, have made a limited review of the financial data as of March 31, 2003, and for the three-month periods ended March 31, 2003 and 2002 presented in this document, in accordance with standards established by the American Institute of Certified Public Accountants.

Their report furnished pursuant to Article 10 of Regulation S-X is included herein.

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Report on Review by Independent Certified Public Accountants

The Board of Directors  
FFLC Bancorp, Inc.  
Leesburg, Florida:

We have reviewed the accompanying condensed consolidated balance sheet of FFLC Bancorp, Inc. and Subsidiaries (the "Company") as of March 31, 2003, and the related condensed consolidated statements of income, changes in stockholders' equity and cash flows for the three-month periods ended March 31, 2003 and 2002. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated interim financial statements referred to above for them to be in conformity with accounting principles

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generally accepted in the United States of America.

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet as of December 31, 2002, and the related consolidated statements of income, changes in stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated January 15, 2003 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2002, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

HACKER, JOHNSON & SMITH PA  
Orlando, Florida  
April 8, 2003

FFLC BANCORP, INC.

### Management's Discussion and Analysis of Financial Condition and Results of Operations

#### General

FFLC Bancorp, Inc., (the "Holding Company") is the holding company for its three subsidiaries, First Federal Savings Bank of Lake County (the "Bank"), First Alliance Title, LLC and FFLC Statutory Trust I and the Bank's wholly-owned subsidiary, Lake County Service Corporation (together, the "Company"). The Company's consolidated results of operations are primarily those of the Bank.

The Bank's principal business continues to be attracting retail deposits from the general public and investing those deposits, together with principal repayments on loans and investments and funds generated from operations, primarily in mortgage loans secured by one-to-four-family, owner-occupied homes, commercial loans, consumer loans and, to a lesser extent, construction loans, other loans, and multi-family residential mortgage loans. In addition, the Bank holds investments permitted by federal laws and regulations including securities issued by the U.S. Government and agencies thereof. The Bank's revenues are derived principally from interest on its loan and mortgage-backed securities portfolios and interest and dividends on its investment securities. The Bank is a member of the Federal Home Loan Bank ("FHLB") system and its deposits are insured up to the applicable limits by the Savings Association Insurance Fund ("SAIF") of the Federal Deposit Insurance Corporation (the "FDIC"). The Bank is subject to regulation by the Office of Thrift Supervision (the "OTS") as its chartering agency, and the FDIC as its deposit insurer.

The Bank has 14 full-service banking facilities in Lake, Sumter, Citrus and Marion Counties, Florida. The Bank has plans to begin construction on two new branches during 2003, one in Citrus County and the other in Sumter County.

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The Company's results of operations depend primarily on net interest income, which is the difference between the interest income earned primarily on its loan and securities portfolios, and its cost of funds, consisting of the interest paid on its deposits and borrowings. The Company's operating results are also affected, to a lesser extent, by fee income. The Company's operating expenses consist primarily of salaries and employee benefits, occupancy expenses, and other general and administrative expenses. The Company's results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government policies, and actions of regulatory authorities.

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### FFLC BANCORP, INC.

#### Capital Resources

The Bank's primary sources of funds include proceeds from payments and prepayments on mortgage loans and mortgage-backed securities, proceeds from maturities of investment securities, increases in deposits and advances from the Federal Home Loan Bank. While maturities and scheduled amortization of loans and investment securities are predictable sources of funds, deposit inflows and mortgage prepayments are greatly influenced by local conditions, general interest rates, and regulatory changes.

The Bank is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. The Bank's exposure to credit loss in the event of nonperformance by the other party to the off-balance-sheet financial instrument is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance-sheet instruments. A summary of the contractual amounts of the Bank's financial instruments with off-balance-sheet risk at March 31, 2003 follows (in thousands):

Commitments to extend credit	\$ 32,582
	=====
Unused lines of credit	\$ 54,432
	=====
Undisbursed portion of loans in process	\$ 17,123
	=====
Standby letters of credit	\$ 2,499
	=====

The Bank believes that it will have sufficient funds available to meet its commitments. At March 31, 2003, certificates of deposit which were scheduled to mature in one year or less totaled \$253.5 million. Based on past experience, management believes, that a significant portion of those funds will remain with the Bank.

The Bank is subject to various regulatory capital requirements administered

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by the Federal banking agencies. Failure to meet minimum capital requirements can require regulators to initiate certain mandatory- and possibly additional discretionary-actions that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgements by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts (set forth in the table) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined). Management believes that, as of March 31, 2003, the Bank meets all capital adequacy requirements to which it is subject.

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FFLC BANCORP, INC.

As of March 31, 2003, the most recent notification from the OTS categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum tangible, Tier I (core), Tier I (risk-based) and total risk-based capital percentages as set forth in the table. There are no conditions or events since that notification that management believes have changed the institution's category.

The Bank's actual capital amounts and percentages at March 31, 2003 are also presented in the table.

	Actual		Minimum For Capital Adequacy Purposes	To Be Capit For Correc Provi
	%	Amount	Amount	%
	----	-----	-----	----
			(\$ in thousands)	
Stockholders' equity, and ratio to total assets	7.9%	\$ 74,747		
Less: investment in nonincludable subsidiary		(559)		
Less: unrealized gain on securities available for sale		(663)		
		-----		
Tangible capital, and ratio to adjusted				

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total assets	7.7%	\$ 73,525	1.5%	\$ 14,239	
		=====		=====	
Tier 1 (core) capital, and ratio to adjusted total assets	7.7%	\$ 73,525	3.0%	\$ 28,479	5.0%
		=====		=====	
Tier 1 capital, and ratio to risk-weighted assets	12.2%	73,525	4.0%	\$ 24,180	6.0%
				=====	
Less: Nonincludable investment in 80% land loans					
Tier 2 capital (allowance for loan losses)		5,185			
		-----			
Total risk-based capital, and ratio to risk-weighted assets	13.0%	\$ 78,710	8.0%	\$ 48,360	10.0%
		=====		=====	
Total assets		\$ 950,536			
		=====			
Adjusted total assets		\$ 949,297			
		=====			
Risk-weighted assets		\$ 604,500			
		=====			

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FFLC BANCORP, INC.

The following table shows selected ratios for the periods ended or at the dates indicated:

	Three Months Ended March 31, 2003	Year Ended December 31, 2002
	-----	-----
Average equity as a percentage of average assets	7.77%	7.67%
Total equity to total assets at end of period	7.65%	7.76%
Return on average assets (1)	1.01%	1.00%

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Return on average equity (1)	13.01%	13.05%
Noninterest expense to average assets (1)	1.77%	1.68%
Nonperforming assets to total assets at end of period	.39%	.35%
Operating efficiency ratio (1)	49.56%	48.23%

(1) Annualized for the three months ended March 31, 2003 and 2002.

	At March 31, 2003	At December 31, 2002
	-----	-----
Weighted-average interest rates:		
Interest-earning assets:		
Loans	6.99%	7.10%
Securities	4.37%	4.45%
Other interest-earning assets	1.66%	1.77%
Total interest-earning assets	6.34%	6.52%
Interest-bearing liabilities:		
Interest-bearing deposits	2.62%	2.78%
Borrowed funds	4.98%	5.38%
Total interest-bearing liabilities	3.09%	3.29%
Interest-rate spread	3.25%	3.23%

### Changes in Financial Condition

Total assets increased \$34.9 million or 3.8%, from \$915.8 million at December 31, 2002 to \$950.7 million at March 31, 2003 primarily as a result of a \$24.9 million increase in cash and cash equivalents and an increase in securities available for sale of \$11.4 million. Deposits increased \$26.2 million from \$668.0 million at December 31, 2002 to \$694.2 million at March 31, 2003. The \$1.7 million net increase in stockholders' equity during the three months ended March 31, 2003 resulted from net income of \$2.4 million and proceeds of \$40,000 from stock options exercised, partially offset by repurchases of the Company's stock of \$89,000, dividends paid of \$544,000 and a \$96,000, net of tax benefit decrease in accumulated other comprehensive income.

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FFLC BANCORP, INC.

### Results of Operations

The following table sets forth, for the periods indicated, information regarding (i) the total dollar amount of interest and dividend income of the Company from interest-earning assets and the resultant average yields; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant

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average costs; (iii) net interest/dividend income; (iv) interest-rate spread; and (v) net interest margin. Yields and costs were derived by dividing annualized income or expense by the average balance of assets or liabilities, respectively, for the periods shown. The average balance of loans includes loans on which the Company has discontinued accruing interest. The yields and costs include certain fees which are considered to constitute adjustments to yields.

	----- 2003 -----			Three ----- 2003 -----
	Average Balance -----	Interest and Dividends -----	Average Yield/ Cost -----	Average Balance -----
	(\$ in Thousands)			
Interest-earning assets:				
Loans	\$ 733,343	12,722	6.94%	\$ 690,
Securities	88,324	588	2.66	73,
Other interest-earning assets (1)	58,805	267	1.82	31,
	-----	-----		-----
Total interest-earning assets	880,472	13,577	6.17	795,
	-----	-----		-----
Noninterest-earning assets	50,727			38,
	-----			-----
Total assets	\$ 931,199			\$ 833,
	=====			=====
Interest-bearing liabilities:				
NOW and money-market accounts	142,689	236	.66	120,
Savings accounts	25,727	41	.64	22,
Certificates	489,321	4,138	3.38	435,
Federal Home Loan Bank advances	149,000	2,002	5.37	154,
Other borrowed funds	20,161	125	2.48	14,
	-----	-----		-----
Total interest-bearing liabilities	826,898	6,542	3.16	745,
	-----	-----		-----
Noninterest-bearing deposits	21,720			15,
Noninterest-bearing liabilities	10,218			7,
Stockholders' equity	72,363			65,
	-----			-----
Total liabilities and stockholders' equity	\$ 931,199			\$ 833,
	=====			=====
Net interest income		\$ 7,035		
		=====		
Interest-rate spread (2)			3.01%	
			=====	
Net interest-earning assets, net margin (3)	\$ 53,574		3.20%	\$ 49,50

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	=====	=====	=====
Ratio of interest-earning assets to interest-bearing liabilities	1.06		1.0
	=====		=====

- (1) Includes interest-earning deposits and Federal Home Loan Bank stock.
- (2) Interest-rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities.
- (3) Net interest margin is annualized net interest income divided by average interest-earning assets.

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FFLC BANCORP, INC.

Comparison of the Three-Month Periods Ended March 31, 2003 and 2002

General Operating Results. Net income for the three-month period ended March 31, 2003 was \$2.4 million, or \$.44 per basic share and \$.43 per diluted share, compared to \$2.2 million, or \$.41 per basic share and \$.41 per diluted share, for the comparable period in 2002. All per share information has been adjusted to reflect the three-for-two stock split in 2003. The increase in net income was primarily a result of an increase of \$683,000 in net interest income and an increase of \$390,000 in noninterest income, partially offset by an increase of \$678,000 in noninterest expense.

Interest Income. Interest income decreased \$266,000 to \$13.6 million for the three-month period ended March 31, 2003. The decrease was due to a decrease in the average yield earned on interest-earning assets from 6.96% for the three months ended March 31, 2002 to 6.17% for the three months ended March 31, 2003, partially offset by a \$85.2 million or 10.7% increase in average interest-earning assets outstanding for the three months ended March 31, 2003 compared to the 2002 period.

Interest Expense. Interest expense decreased \$949,000 or 12.7%, from \$7.5 million for the three-month period ended March 31, 2002 to \$6.5 million for the three-month period ended March 31, 2003. The decrease was primarily due to a decrease in the average cost of interest-bearing liabilities from 4.02% for the three months ended March 31, 2002 to 3.16% for the comparable 2003 period, partially offset by increases of \$79.9 million and \$1.2 million in average interest-bearing deposits and borrowings outstanding, respectively. Average interest-bearing deposits increased from \$577.8 million outstanding during the three months ended March 31, 2002 to \$657.7 million outstanding during the comparable period for 2003. Average borrowings increased from \$168.0 million during the three months ended March 31, 2002 to \$169.2 million for the comparable 2003 period.

Provision for Loan Losses. The provision for loan losses is charged to income to increase the total allowance to a level deemed appropriate by management. It is based upon the volume and type of lending conducted by the Company,



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the Company's charge-off experience, industry standards, the amount of nonperforming loans, general economic conditions, particularly as they relate to the Company's market area, and other factors related to the collectibility of the Company's loan portfolio. The Company recorded provisions for loan losses for the three-month periods ended March 31, 2003 and 2002 of \$406,000 and \$258,000, respectively. Net loans charged off for the three-month periods ended March 31, 2003 and 2002 were \$276,000 and \$274,000, respectively. Management believes that the allowance for loan losses, which was \$5.3 million or .70% of gross loans at March 31, 2003 is adequate.

**Noninterest Income.** Noninterest income increased \$390,000 or 43.7% from \$893,000 during the 2002 period to \$1.3 million during the 2003 period. The increase was mainly due to a \$225,000 increase in gain on sales of loans held for sale. The Company has decided to sell an increased number of fixed-rate residential mortgage loans it originates in the secondary market due to the low interest-rate environment.

**Noninterest Expense.** Noninterest expense increased by \$678,000 or 19.7% from \$3.4 million for the three-month period ended March 31, 2002 to \$4.1 million for the three-month period ended March 31, 2003. The increase was primarily due to increases of \$430,000 in salaries and employee benefits and \$75,000 in occupancy expense related to the overall growth of the Company.

**Income Taxes.** The income tax provision increased from \$1.3 million for the three-month period ended March 31, 2002 (an effective tax rate of 37.7%) to \$1.4 million (an effective tax rate of 37.9%) for the corresponding period in 2003.

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FFLC BANCORP, INC.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from interest-rate risk inherent in its lending and deposit taking activities. The Company has little or no risk related to trading accounts, commodities or foreign exchange.

Management actively monitors and manages its interest rate risk exposure. The primary objective in managing interest-rate risk is to limit, within established guidelines, the adverse impact of changes in interest rates on the Company's net interest income and capital, while adjusting the Company's asset-liability structure to obtain the maximum yield-cost spread on that structure. Management relies primarily on its asset-liability structure to control interest rate risk. However, a sudden and substantial increase in interest rates could adversely impact the Company's earnings, to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent, or on the same basis. There have been no significant changes in the Company's market risk exposure since December 31, 2002. The Company does not believe that the interest rate swap entered into in September 2002 exposes the Company to significant interest rate risk.

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### Item 4. Controls and Procedures

- a. Evaluation of disclosure controls and procedures. The Company ----- maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, the Chief Executive and Chief Financial officers of the Company concluded that the Company's disclosure controls and procedures were adequate.
- b. Changes in internal controls. The Company made no significant changes ----- in its internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the Chief Executive and Chief Financial officers.

### Part II - OTHER INFORMATION

#### Item 1. Legal Proceedings

There are no material pending legal proceeding to which FFLC Bancorp, Inc. or any of its subsidiaries is a party or to which any of their property is subject.

#### Item 2. Changes in Securities

The Holding Company has the right at one or more times, unless an event of default exists under the floating rate junior subordinated deferrable interest debentures due September 26, 2032 (the "Debentures"), to defer interest payments on the Debentures for up to twenty consecutive quarterly periods. During that time, the Holding Company will be prohibited from declaring or paying cash dividends on its common stock.

#### Item 3. Defaults upon Senior Securities

Not applicable

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FFLC BANCORP, INC.

#### Item 4. Submission of Matters to a Vote of Security Holders

Not applicable

#### Item 5. Other Information

Not applicable

#### Item 6. Exhibits and Reports on Form 8-K

- (a) The following exhibits are filed as part of this report.

## Edgar Filing: FFLC BANCORP INC - Form 10-Q

- 3.1 Certificate of Incorporation of FFLC Bancorp, Inc.\*
  - 3.2 Bylaws of FFLC Bancorp, Inc. \*\*\*
  - 4.0 Stock Certificate of FFLC Bancorp, Inc.\*
  - 10.1 First Federal Savings Bank of Lake County Recognition and Retention Plan\*\*
  - 10.2 First Federal Savings Bank of Lake County Recognition and Retention Plan for Outside Directors\*\*
  - 10.3 FFLC Bancorp, Inc. Incentive Stock Option Plans for Officers and Employees\*\*
  - 10.4 FFLC Bancorp, Inc. Stock Option Plan for Outside Directors\*\*
  - 99.1 CEO Certification required under Section 906 of Sarbanes-Oxley Act of 2002
  - 99.2 CFO Certification required under Section 906 of Sarbanes-Oxley Act of 2002
- \* Incorporated herein by reference into this document from the Exhibits to Form S-1, Registration Statement, initially filed on September 27, 1993, Registration No. 33-69466.
- \*\* Incorporated herein by reference into this document from the Proxy Statement for the Annual Meeting of Stockholders held on May 12, 1994.
- \*\*\* Incorporated herein by reference into this document from the September 30, 1999 FFLC Bancorp, Inc. Form 10-Q filed November 3, 1999.
- (b) There was one Form 8-K filed during the three months ended March 31, 2003. On February 14, 2003, the Company filed a Form 8-K to announce the three-for-two common stock split effective February 28, 2003.

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FFLC BANCORP, INC.

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.

FFLC BANCORP, INC.

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(Registrant)

Date: April 23, 2003  
-----

By: /s/ Stephen T. Kurtz  
-----

Stephen T. Kurtz, President and  
Chief Executive Officer

Date: April 23, 2003  
-----

By: /s/ Paul K. Mueller  
-----

Paul K. Mueller,  
Executive Vice President  
and Treasurer

CERTIFICATIONS  
-----

I, Stephen T. Kurtz, certify, that:

1. I have reviewed this quarterly report on Form 10-Q of FFLC Bancorp, Inc.;
2. Based on my knowledge, the quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

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- (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
- (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

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- (c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
- (a) all significant deficiencies in the design or operation of the internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect the internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 23, 2003  
-----

By: /s/ Stephen T. Kurtz  
-----

Stephen T. Kurtz, President and  
Chief Executive Officer

I, Paul K. Mueller, certify, that:

1. I have reviewed this quarterly report on Form 10-Q of FFLC Bancorp, Inc.;
2. Based on my knowledge, the quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

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- (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those

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entities, particularly during the period in which this quarterly report is being prepared;

- (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - (c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
- (a) all significant deficiencies in the design or operation of the internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect the internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 23, 2003  
-----

By: /s/ Paul K. Mueller  
-----  
Paul K. Mueller,  
Executive Vice President  
and Treasurer