

LANDMARK BANCORP INC  
Form 10-Q  
August 13, 2008  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

**For the quarterly period ended June 30, 2008**

**OR**

**o** **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See 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 Registrant's classes of common stock as of the latest practicable date: as of July 31, 2008, the Registrant had outstanding 2,268,859 shares of its common stock, \$.01 par value per share.

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**LANDMARK BANCORP, INC.**

**Form 10-Q Quarterly Report**

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Table of Contents**ITEM 1. FINANCIAL STATEMENTS AND RELATED NOTES**

**LANDMARK BANCORP, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	June 30, 2008 (Unaudited)	December 31, 2007
<b>ASSETS</b>		
Cash and cash equivalents	\$ 13,058,669	\$ 14,739,148
Investment securities:		
Available for sale, at fair value	163,168,673	155,879,231
Other securities	8,968,600	8,844,950
Loans, net	376,175,256	376,156,608
Loans held for sale	5,915,712	1,723,687
Premises and equipment, net	14,222,986	14,259,172
Goodwill	12,894,167	12,894,167
Other intangible assets, net	2,768,032	3,144,001
Bank owned life insurance	11,867,743	11,634,535
Accrued interest and other assets	7,517,114	7,179,224
Total assets	\$ 616,556,952	\$ 606,454,723
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Liabilities:		
Deposits	\$ 447,797,216	\$ 452,652,306
Federal Home Loan Bank borrowings	83,435,810	69,026,525
Other borrowings	27,964,265	24,061,554
Accrued expenses, taxes and other liabilities	7,777,875	8,418,200
Total liabilities	566,975,166	554,158,585
Stockholders equity:		
Preferred stock, \$0.01 par, 200,000 shares authorized, none issued		
Common stock, \$0.01 par, 5,000,000 shares authorized, 2,411,007 and 2,409,125 shares issued, at June 30, 2008 and December 31, 2007, respectively	24,110	24,091
Additional paid-in capital	24,395,752	24,304,144
Retained earnings	28,914,357	27,493,281
Treasury stock, at cost; 142,148 and 7,763 shares at June 30, 2008 and December 31, 2007, respectively	(3,501,696)	(205,894)
Accumulated other comprehensive income	(250,737)	680,516
Total stockholders equity	49,581,786	52,296,138
Total liabilities and stockholders equity	\$ 616,556,952	\$ 606,454,723

*See accompanying notes to condensed consolidated financial statements.*



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## LANDMARK BANCORP, INC. AND SUBSIDIARY

## CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
Interest income:				
Loans:				
Taxable	\$ 6,112,322	\$ 7,175,902	\$ 12,726,396	\$ 14,284,790
Tax-exempt	56,227	36,189	99,418	63,583
Investment securities:				
Taxable	1,238,074	1,178,213	2,421,116	2,314,986
Tax-exempt	559,158	602,451	1,195,114	1,144,947
Other	19,253	9,124	36,996	24,295
Total interest income	7,985,034	9,001,879	16,479,040	17,832,611
Interest expense:				
Deposits	2,615,126	3,362,111	5,736,435	6,612,276
Borrowed funds	897,039	1,173,313	1,808,302	2,254,680
Total interest expense	3,512,165	4,535,424	7,544,737	8,866,956
Net interest income	4,472,869	4,466,455	8,934,303	8,965,655
Provision for loan losses	300,000	60,000	900,000	125,000
Net interest income after provision for loan losses	4,172,869	4,406,455	8,034,303	8,840,655
Non-interest income:				
Fees and service charges	1,114,488	1,010,384	2,081,465	1,911,515
Gains on sales of loans	394,109	256,116	738,516	439,408
Gain on prepayment of FHLB borrowings			246,033	
Gains on sales of investment securities	497,134		497,134	
Bank owned life insurance	117,833	114,143	233,923	229,967
Other	136,168	133,715	277,938	262,337
Total non-interest income	2,259,732	1,514,358	4,075,009	2,843,227
Non-interest expense:				
Compensation and benefits	2,097,116	2,033,323	4,225,156	4,076,558
Occupancy and equipment	673,290	676,389	1,434,291	1,375,358
Amortization of intangibles	204,519	236,188	409,255	470,097
Data processing	205,799	202,290	402,989	405,610
Professional fees	121,312	134,412	232,577	252,319
Advertising	88,964	106,475	176,991	215,363
Other	871,641	768,700	1,670,834	1,519,867
Total non-interest expense	4,262,641	4,157,779	8,552,093	8,315,172
Earnings before income taxes	2,169,960	1,763,034	3,557,219	3,368,710
Income tax expense	593,553	409,431	914,298	770,487
Net earnings	\$ 1,576,407	\$ 1,353,603	\$ 2,642,921	\$ 2,598,223
Earnings per share:				

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Basic	\$	0.69	\$	0.55	\$	1.14	\$	1.06
Diluted	\$	0.69	\$	0.55	\$	1.14	\$	1.05
Dividends per share	\$	0.19	\$	0.18	\$	0.38	\$	0.36

*See accompanying notes to condensed consolidated financial statements.*

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**LANDMARK BANCORP, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Six months ended June 30,	
	2008	2007
Net cash (used in) provided by operating activities	\$ (1,280,848)	\$ 3,533,569
Cash flows from investing activities:		
Net increase in loans	(2,241,246)	(1,306,378)
Maturities and prepayments of investments	7,096,626	7,680,469
Purchase of investment securities	(25,900,603)	(21,648,983)
Proceeds from sales of investment securities	10,407,572	
Proceeds from sales of foreclosed assets	668,031	339,357
Purchases of premises and equipment, net	(472,462)	(1,274,862)
Net cash used in investing activities	(10,442,082)	(16,210,397)
Cash flows from financing activities:		
Net increase (decrease) in deposits	(4,855,090)	1,677,743
Federal Home Loan Bank advance borrowings	35,000,000	
Federal Home Loan Bank advance repayments	(13,518,384)	(18,384)
Federal Home Loan Bank line of credit, net	(6,400,000)	8,800,000
Other borrowings, net	3,902,711	1,293,902
Purchase of treasury stock	(3,295,802)	(700,689)
Proceeds from issuance of common stock under stock option plans	30,432	20,491
Excess tax benefit related to stock option plans	5,010	3,774
Payment of dividends	(887,130)	(886,342)
Net cash provided by financing activities	9,981,747	10,190,495
Net decrease in cash and cash equivalents	(1,741,183)	(2,486,333)
Cash and cash equivalents at beginning of period	14,739,148	14,751,914
Cash and cash equivalents at end of period	\$ 13,058,669	\$ 12,265,581
Supplemental disclosure of cash flow information:		
Cash paid during period for interest	\$ 7,776,000	\$ 8,640,000
Cash paid during period for taxes	\$ 213,000	\$
Supplemental schedule of non-cash investing activities:		
Transfer of loans to real estate owned	\$ 1,346,000	\$ 189,000

*See accompanying notes to condensed consolidated financial statements.*

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## LANDMARK BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF EQUITY AND COMPREHENSIVE INCOME

(Unaudited)

	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive income (loss)	Total
Balance December 31, 2006	\$ 23,417	22,607,510	26,758,056	(138,506)	(14,462)	49,236,015
Net earnings			2,598,223			2,598,223
Change in fair value of investment securities available-for-sale, net of tax					(1,111,842)	(1,111,842)
Dividends paid (\$0.36 per share)			(886,342)			(886,342)
Stock-based compensation		62,124				62,124
Exercise of stock options, 1,181 shares, including tax benefit of \$3,774	12	24,253				24,265
Purchase of 24,771 treasury shares				(700,689)		(700,689)
Balance June 30, 2007	\$ 23,429	22,693,887	28,469,937	(839,195)	(1,126,304)	49,221,754
Balance December 31, 2007	\$ 24,091	24,304,144	27,493,281	(205,894)	680,516	52,296,138
Net earnings			2,642,921			2,642,291
Change in fair value of investment securities available-for-sale, net of tax					(931,253)	(931,253)
Dividends paid (\$0.38 per share)			(887,130)			(887,130)
Stock-based compensation		56,185				56,185
Exercise of stock options, 1,882 shares, including tax benefit of \$5,010	19	35,423				35,442
Purchase of 134,385 treasury shares				(3,295,802)		(3,295,802)
Adoption of Emerging Issues Task Force Issue 06-4			(334,715)			(334,715)
Balance June 30, 2008	\$ 24,110	24,395,752	28,914,357	(3,501,696)	(250,737)	49,581,786

See accompanying notes to condensed consolidated financial statements.

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**LANDMARK BANCORP, INC. AND SUBSIDIARY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Interim Financial Statements**

The condensed consolidated financial statements of Landmark Bancorp, Inc. (the Company) and subsidiary have been prepared in accordance with the instructions to Form 10-Q. To the extent that information and footnotes required by U.S. generally accepted accounting principles for complete financial statements are contained in or consistent with the consolidated audited financial statements incorporated by reference in the Company's Form 10-K for the year ended December 31, 2007, such information and footnotes have not been duplicated herein. 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 December 31, 2007, condensed consolidated balance sheet has been derived from the audited consolidated balance sheet as of that date. The results of the interim period ended June 30, 2008 are not necessarily indicative of the results expected for the year ending December 31, 2008.

**2. Fair Value**

On January 1, 2008, the Company adopted the provisions of FASB Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value and expands the disclosures about fair value measurements. SFAS No. 157 requires the use of a hierarchy of fair value techniques based upon whether the inputs to those fair values reflect assumptions other market participants would use based upon market data obtained from independent sources or reflect the company's own assumptions of market participant valuation. In accordance with SFAS No. 157, the fair value hierarchy is as follows:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2: Quoted prices for similar assets in active markets, quoted prices in markets that are not active or quoted prices that contain observable inputs such as yield curves, volatilities, prepayment speeds and other inputs derived from market data.
- Level 3: Quoted prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

The Company's fair value disclosures exclude certain nonfinancial assets and liabilities which are deferred under the provisions of FASB Staff Position 157-2. These include foreclosed real estate, long-lived assets, goodwill, and core deposit premium, which are recorded at fair value only upon impairment. The FASB's deferral is intended to allow additional time to consider the effect of various implementation issues relating to these non-financial instruments, and defers disclosures under SFAS No. 157 until January 1, 2009.

**Valuation methods for instruments measured at fair value on a recurring basis**

The Company's investment securities classified as available-for-sale includes agency securities, municipal obligations, mortgage-backed securities, corporate bonds, certificates of deposits and common stock. Quoted exchange prices are available for the common stock investments, which are classified as Level 1. Agency securities and 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 and are classified as Level 2. Municipal and corporate securities are valued using a type of matrix, or grid, pricing in which securities are benchmarked against the treasury rate based on credit rating. These model and matrix measurements are classified as Level 2 in the fair value hierarchy. The Company's investments in fixed rate certificates of deposits are valued using a net present value model that discounts the future cash flows at the current market rates and are classified as Level 2.

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The following table represents the company's investment securities that are measured at fair value on a recurring basis at June 30, 2008 allocated to the appropriate fair value hierarchy:

Assets (in thousands):	Total	Fair value hierarchy		
		Level 1	Level 2	Level 3
Available-for-sale securities	\$ 163,169	\$ 984	\$ 162,185	

Changes in the fair value of available-for-sale securities are included in other comprehensive income.

The Company's derivative instruments consist solely of interest rate lock commitments and corresponding forward sales contracts on certain mortgage loans. 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, which were not significant at June 30, 2008, are classified as Level 3 based on the unobservable nature of these assumptions.

**Valuation methods for instruments measured at fair value on a nonrecurring basis**

The Company's other investment securities include investments in Federal Home Loan Bank (FHLB) and Federal Reserve Bank stock, which are held for regulatory purposes. These investments generally have restrictions on the sale and/or liquidation of stock and the carrying value is approximately equal to fair value. Fair value measurements for these securities are classified as Level 3 based on the undeliverable nature and related credit risk.

The Company does not value its loan portfolio at fair value, however adjustments are recorded on certain loans to reflect the impaired value on the underlying collateral. Collateral values are reviewed on a loan-by-loan basis through independent appraisals. Appraised values may be discounted based on management's historical knowledge, changes in market conditions and/or management's expertise and knowledge of the client and the client's business. Because many of these inputs are unobservable the valuations are classified as Level 3. The carrying value of the Company's impaired loans was \$5.7 million, with an allocated allowance of \$184,000, at June 30, 2008.

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 Company initially measures its mortgage servicing rights at fair value, and amortizes them over the period equal to estimated net servicing income. Periodic impairment assessments are performed based on fair value estimates at the reporting date. The fair value of mortgage servicing rights are estimated based on a valuation model which calculates the present value of estimated future cash flows associated with servicing the underlying loans. The model incorporates assumptions that market participants use in estimating future net servicing income, including estimated prepayment speeds, market discount rates, cost to service, and other servicing income, including late fees. The fair value measurements are classified as Level 3.

### 3. Split-Dollar Life Insurance

The Company adopted the Emerging Issues Task Force ( EITF ) Issue 06-4, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements* , on January 1, 2008. The EITF Issue 06-4 addresses accounting for separate agreements that split life insurance policy benefits between an employer and employee, and requires the employer to recognize a liability for future benefits payable to an employee under these agreements. The effects of adoption must be recognized through either a change in accounting principle through an adjustment to equity or through the retrospective application to all prior periods. Upon adoption, the Company recognized a liability of \$335,000 attributable to the future benefits payable to a former employee, with an offsetting reduction to retained earnings, for a split-dollar life insurance arrangement with a former employee. The Company has an asset of \$1.9 million recorded on the net cash surrender value for the corresponding life insurance arrangement.

Table of Contents**4. Stock Based Compensation**

A summary of option activity during the first six months of 2008 is presented below:

	Shares	Weighted average exercise price	Weighted average remaining contractual term	Aggregate intrinsic value
Outstanding at December 31, 2007	249,188	\$ 23.05	6.80 years	n/a
Granted	126,600	23.00		n/a
Forfeited/expired				n/a
Exercised	1,882	16.17		n/a
Outstanding at June 30, 2008	373,906	\$ 23.07	7.52 years	\$ (306,000)
Exercisable at June 30, 2008	188,536	\$ 22.63	5.89 years	\$ 255,000
Vested and expected to vest at June 30, 2008	357,509	\$ 23.03	7.49 years	\$ 255,000

The fair value of each option grant is estimated on the date of grant. The fair value of options granted during the first six months of 2008 were estimated utilizing the following assumptions: dividend rate of 5.3%, volatility of 18.5%, risk-free rate of 2.9%, and expected lives of five years, resulting in a fair value of \$2.11 per option at grant date.

Additional information about stock options exercised is presented below:

	Six months ended June 30,	
	2008	2007
Intrinsic value of options exercised	\$ 14,736	\$ 11,101
Cash received from options exercised	\$ 30,432	\$ 20,491
Excess tax benefit realized from options exercised	\$ 5,010	\$ 3,774

As of June 30, 2008, there was \$427,000 of total unrecognized compensation cost related to outstanding options. That cost is expected to be recognized over a weighted-average period of 4 years. The total fair value (at vest date) of shares vested during the six months ended June 30, 2008 and 2007 was \$66,000 and \$348,000 respectively.

**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. Earnings and dividends per share for prior periods have been adjusted to give effect to the 5% stock dividend paid by the Company in December 2007.

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The shares used in the calculation of basic and diluted earnings per share are shown below:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Net earnings available to common stockholders	\$ 1,576,407	\$ 1,353,603	\$ 2,642,921	\$ 2,598,223
Weighted average common shares outstanding (basic)	2,268,859	2,442,151	2,311,029	2,447,303
Dilutive stock options	8,501	20,712	9,631	20,003
Weighted average common shares (diluted)	2,277,360	2,462,863	2,320,660	2,467,306
Net earnings per share:				
Basic	\$ 0.69	\$ 0.55	\$ 1.14	\$ 1.06
Diluted	\$ 0.69	\$ 0.55	\$ 1.14	\$ 1.05

Table of Contents**6. Other Comprehensive Income**

The Company's other comprehensive income (loss) consists of the unrealized holding gains and losses on available-for-sale securities as shown below.

	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
Unrealized holding losses on securities	\$ (3,358,572)	\$ (2,070,828)	\$ (1,004,888)	\$ (1,793,293)
Less reclassification adjustment for net gains included in income	497,134		497,134	
Net unrealized gains	(3,855,706)	(2,070,828)	(1,502,022)	(1,793,293)
Income tax expense	(1,465,169)	(786,914)	(570,769)	(681,451)
Other comprehensive income (loss)	\$ (2,390,537)	\$ (1,283,914)	\$ (931,253)	\$ (1,111,842)

**7. Other Intangible Assets**

The following is an analysis of changes in the core deposit intangible assets:

	Six months ended June 30,			
	2008		2007	
	Fair value at acquisition	Accumulated Amortization	Fair value at acquisition	Accumulated Amortization
Balance at beginning of period	\$ 5,396,065	\$ (2,462,256)	\$ 5,396,065	\$ (1,667,478)
Additions				
Amortization		(355,830)		(404,880)
Balance at end of period	\$ 5,396,065	\$ (2,818,086)	\$ 5,396,065	\$ (2,072,358)

The following is an analysis of changes in the mortgage servicing rights:

	Six months ended June 30,			
	2008		2007	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Balance at beginning of period	\$ 770,172	\$ (559,980)	\$ 791,840	\$ (489,718)
Additions	33,286		10,432	
Prepayments/maturities	(32,596)	32,596	(27,691)	27,691
Amortization		(53,425)		(65,217)
Balance at end of period	\$ 770,862	\$ (580,809)	\$ 774,581	\$ (527,244)

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The mortgage servicing rights correspond to loans serviced by the Company for unrelated third parties with outstanding principal balances of \$86.3 million and \$91.0 million at June 30, 2008 and December 31, 2007, respectively. Gross service fee income related to such loans was \$56,000 and \$62,000 for the quarters ended June 30, 2008 and June 30, 2007, respectively, which is included in fees and service charges in the condensed consolidated statements of earnings. Gross service fee income for the six months ended June 30, 2008 and 2007 was \$113,000 and \$126,000, respectively.

Aggregate amortization expense for the quarters ended June 30, 2008 and 2007, was \$205,000 and \$236,000, respectively and \$409,000 and \$470,000 for the six months ended June 30, 2008 and 2007, respectively. The following depicts estimated amortization expense for the remainder of 2008 and in successive years ending December 31:

<b>Year</b>	<b>Amount</b>
2008	\$ 433,000
2009	697,000
2010	500,000
2011	402,000
2012	308,000
Thereafter	428,000

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In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 allows companies to elect fair-value measurement of specified financial instruments and warranty and insurance contracts when an eligible asset or liability is initially recognized or when an event, such as a business combination triggers a new basis of accounting for that asset or liability. The election, called the fair-value option, will enable companies to reduce the volatility in reported earnings caused by measuring related assets and liabilities differently. The election is available for eligible assets or liabilities on a contract-by-contract basis without electing it for identical assets or liabilities under certain restrictions. For calendar year companies, SFAS No. 159 was effective beginning January 1, 2008. We did not elect to apply SFAS No. 159 to any existing financial instruments upon adoption.

In November 2007, the SEC staff issued Staff Accounting Bulletin ( SAB ) No. 109, *Written Loan Commitment Recorded at Fair Value Through Earnings*. This SAB supersedes SAB 105 and expresses the current view that, consistent with the guidance in SFAS No. 156, *Accounting for Servicing of Financial Assets*, and SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. For calendar year companies, this SAB was effective January 1, 2008. The adoption of SAB 109 did not have a material effect on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised), *Business Combinations*. The Statement retains the fundamental requirements in Statement 141 that the acquisition method of accounting be used for business combinations, but broadens the scope of Statement 141 and contains improvements to the application of this method. The Statement requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. Costs incurred to effect the acquisition are to be recognized separately from the acquisition. Assets and liabilities arising from contractual contingencies and contingent considerations must be measured at fair value as of the acquisition date. The Statement also changes the accounting for negative goodwill arising from a bargain purchase, requiring recognition in earnings rather than allocation to assets acquired. For calendar year companies, this Statement is applicable to business combinations occurring after January 1, 2009.

Also in December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51*. This statement amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It also amends certain of ARB 51's consolidation procedures for consistency with the requirements of FASB Statement No. 141 (revised 2007), *Business Combinations*. For calendar year companies, this Statement is effective January 1, 2009. We do not expect that adoption of the Statement will have a material effect on our consolidated financial statements.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133*. This Statement requires enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for, and how these activities affect its financial position, financial performance, and cash flows. For the calendar year companies, this statement is effective January 1, 2009. We do not expect that adoption of the Statement will have a material effect on our consolidated financial statements.

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

*Overview.* Landmark Bancorp, Inc. is a 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. Landmark Bancorp is listed on the NASDAQ Global Market under the symbol LARK. Landmark National Bank is dedicated to providing quality financial and banking services to its local communities. Landmark National Bank originates commercial, commercial real estate, one-to-four family residential mortgage loans, consumer loans, multi-family residential mortgage loans and home equity loans.

Our results of operations depend primarily 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 and losses from the sale of newly originated loans and investments. Our principal operating expenses, aside from interest expense, consist of compensation and employee benefits, occupancy costs, data processing expenses and provision for loan losses.

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

*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 and accounting for income taxes, all of which involve significant judgment by our management.

We perform periodic and systematic detailed reviews of our lending portfolio to assess overall collectability. The level of the allowance for loan losses reflects our estimate of the collectability of the loan portfolio as of each reporting date. While these estimates are based on substantive methods for determining allowance requirements, nevertheless, actual outcomes may differ significantly from estimated results. Additional explanation of the methodologies used in establishing this reserve is provided in the Asset Quality and Distribution section.

We report our investment securities at estimated fair values based primarily on observable market inputs, which are obtained from independent sources. We perform periodic reviews of the fair value of investment securities to determine if any declines in value might be considered other than temporary. Our most recent review showed that the securities that had experienced decreases in fair value, resulting in unrealized loss positions, were related to changes in interest rates and not to a credit deterioration. We have the ability and intent to hold these securities until market values recover, including up to the maturity date. Although we believe that our estimates of the fair values of investment securities to be reasonable, economic and market factors may affect the amounts that will ultimately be realized from these investments.

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The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. Judgment is required in assessing the future tax consequences of events that have been recognized in our financial statements or tax returns. Under FIN 48, an income tax position will be recognized if it is more likely than not that it will be sustained upon IRS examination, based upon its technical merits. Once that status is met, the amount recorded will be the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Changes in estimates regarding the actual outcome of these future tax consequences, including the effects of IRS examinations and examinations by other state agencies, could materially impact our financial position and results of operations.

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*Summary of Results.* During the second quarter of 2008 we experienced a \$223,000 increase in earnings as compared to the second quarter of 2007. This increase was primarily attributable to \$497,000 of gains on sales of investment securities. Partially offsetting the gains on sales of investment securities was a \$240,000 increase in our provision for loan losses during the second quarter of 2008 as compared to the same period in 2007. Our net interest margin declined slightly from 3.50% during the second quarter of 2007 to 3.47% during the same period of 2008.

During the first six months of 2008 we experienced a \$45,000 increase in earnings as compared to the first six months of 2007. The increase in earnings was primarily the result of increased non-interest income which more than offset our higher provision for loan losses. During the first six months of 2008 we recorded gains of \$497,000 on sales of investment securities and a \$246,000 gain recognized on the prepayment of a \$10 million FHLB advance, as well as a \$299,000 increase in gains on sales of loans during the first six months of 2008 as compared to the same period of 2007. Offsetting the higher non-interest income was a \$775,000 increase in provision for loan losses over the same periods. Our net interest margin declined from 3.54% during the first six months of 2007 to 3.48% during the same period of 2008.

This decline in net interest margin was the result of competitive deposit pricing pressures not allowing us to decrease our costs of deposits in line with our decrease in variable loan rates during 2008 as the Federal Reserve Bank continued to decrease the federal funds target rate. Our variable rates on commercial and commercial real estate loans are generally tied to the prime rate, which moves with the federal funds target rate. Our certificate of deposits and money market rates are typically priced off of our alternative funding sources as well as competitors' rates, which typically do not decline as fast or as far as the federal funds target rate. Those characteristics generally lead to a decline in our net interest margin in a declining rate environment, which occurred during the first six months of 2008.

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

	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
<b>Net earnings:</b>				
Net earnings	\$ 1,576,407	\$ 1,353,603	\$ 2,642,921	\$ 2,598,223
Basic earnings per share	\$ 0.69	\$ 0.55	\$ 1.14	\$ 1.06
Diluted earnings per share	\$ 0.69	\$ 0.55	\$ 1.14	\$ 1.05
<b>Earnings ratios:</b>				
Return on average assets (1)	1.03%	0.90%	0.87%	0.87%
Return on average equity (1)	12.52%	10.83%	10.38%	10.51%
Dividend payout ratio	27.54%	32.76%	33.33%	34.23%
Net interest margin (1) (2)	3.47%	3.50%	3.48%	3.54%

(1) The ratio has been annualized and is not necessarily indicative of the results for the entire year.

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

*Interest Income.* Interest income for the three months ended June 30, 2008, decreased \$1.0 million, or 11.3%, to \$8.0 million from \$9.0 million in the same period of 2007, resulting from decreased interest income on loans. Interest income on loans decreased \$1.0 million, or 14.5%, to \$6.2 million for the quarter ended June 30, 2008 due primarily to decreases in yields and lower loan balances outstanding during the second quarter of 2008 as compared to the same of period of 2007. See the Rate\Volume Table for additional details. Average loans outstanding for the quarter ended June 30, 2008 decreased to \$379.2 million from \$383.9 million for the quarter ended June 30, 2007. Interest income on

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investment securities increased \$27,000, or 1.5%, to \$1.8 million for the second quarter of 2008, as compared to the same period of 2007. Average investment securities outstanding increased from \$160.4 million for the quarter ended June 30, 2007, to \$173.6 million for the quarter ended June 30, 2008. Offsetting the increase in average investments outstanding for the comparable period was a lower yield on those investments as market rates declined during the second quarter of 2008 as compared to the same period of 2007.

Interest income for the six months ended June 30, 2008, decreased \$1.4 million, or 7.6%, to \$16.5 million from \$17.8 million in the same period of 2007, resulting from decreased interest income on loans. Interest income on loans decreased \$1.5 million, or 10.6%, to \$12.8 million for the six months ended June 30, 2008 due primarily to decreases in yields and lower loan balances outstanding during the first six months of 2008 as compared to the same of period of 2007. See the Rate\Volume Table for additional details. Average loans for the six months ended June 30, 2008 decreased to \$380.3 million from \$383.7 million for the six months ended June 30, 2007. Interest income on investment securities increased \$169,000, or 4.9%, to \$3.7 million for the first six months of 2008, as compared to the same period of 2007. Average investment securities outstanding increased from \$156.7 million for the six months ended June 30, 2007, to \$170.2

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million for the quarter ended June 30, 2008. Offsetting the increase in average investments outstanding for the comparable period was a lower yield on those investments as market declined during the first six months of 2008 as compared to the same period of 2007.

*Interest Expense.* Interest expense during the three months ended June 30, 2008 decreased \$1.0 million, or 22.6%, as compared to the same period of 2007. For the three months ended June 30, 2008, interest expense on interest-bearing deposits decreased \$747,000, or 22.2%. Average interest-bearing deposits increased from \$398.1 million during the quarter ended June 30, 2007 to \$398.9 million for the quarter ended June 30, 2008. The decrease in interest expense on interest-bearing deposits resulted from lower rates on deposit balances, primarily lower rates for our maturing certificates of deposit, and lower rates on money market and NOW accounts, as they repriced down, along with the federal funds target rates and other interest rates, throughout 2008. Average borrowings for the quarter ended June 30, 2008 increased to \$102.8 million from \$99.2 million for the quarter ended June 30, 2007, however interest expense on borrowings decreased \$276,000, or 23.6%, to \$897,000 for the three months ended June 30, 2008 as compared to the same period in 2007. The declining rates on our variable rate borrowings more than offset the higher average balances during the quarter.

Interest expense during the six months ended June 30, 2008 decreased \$1.3 million, or 14.9%, as compared to the same period of 2007. For the six months ended June 30, 2008, interest expense on interest-bearing deposits decreased \$876,000, or 13.3%. Average interest-bearing deposits increased from \$397.6 million during the six months ended June 30, 2007 to \$399.2 million for the six months ended June 30, 2008. The decrease in interest expense on interest-bearing deposits resulted from lower rates on deposit balances, primarily lower rates for our maturing certificates of deposit, and lower rates on money market and NOW accounts, as they repriced down, along with the federal funds target rates and other interest rates, throughout the first six months of 2008. Average borrowings for the six months ended June 30, 2008 increased to \$100.8 million from \$96.5 million for the six months ended June 30, 2007, however interest expense on borrowings decreased \$446,000, or 19.8%, to \$1.8 million for the six months ended June 30, 2008 as compared to the same period in 2007. The declining rates on our variable rate borrowings more than offset the higher average balances during the first six months of 2008.

*Net Interest Income.* Net interest income for the three months ended June 30, 2008 totaled \$4.2 million, increasing \$6,000, or 0.1%, as compared to the three months ended June 30, 2007. Average interest-earning assets increased during the second quarter of 2008 to \$552.8 million from \$544.3 million for the second quarter of 2007. Our net interest margin, on a tax equivalent basis, declined to 3.47% for the three months ended June 30, 2008 from 3.50% for the same period in 2007.

Net interest income for the six months ended June 30, 2008, totaled \$8.9 million, decreasing \$31,000, or 0.4%, as compared to the six months ended June 30, 2007. This decline in net interest income was due primarily to the decreases in yields on interest earning assets outpacing the decreases in our cost of funding on deposits. Average interest-earning assets increased during the six months of 2008 to \$550.5 million from \$540.4 million for the first six months of 2007. Our net interest margin, on a tax equivalent basis, declined to 3.48% for the six months ended June 30, 2008 from 3.54% for the same period in 2007.

*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 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 of specifically identified impaired loans. 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.

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The provision for loan losses for the three months ended June 30, 2008 was \$300,000, compared to a provision of \$60,000 during the three months ended June 30, 2007. The provision for loan losses for the six months ended June 30, 2008 was \$900,000, compared to a provision of \$125,000 during the six months ended June 30, 2007. We increased our provision for loan losses by \$775,000 during 2008 due to the difficult conditions in the credit markets and increased historical losses as a result of increased charge-offs, despite the fact that our levels of non-accrual and past due loans declined during 2008. While our markets experienced a general economic slowdown in 2007, the economic decline accelerated rapidly during the first quarter of 2008 and continued during the second quarter. This was evidenced nationally by deteriorating U.S. economic indicators coupled with further declines in residential real estate prices, higher energy and food costs and ebbing consumer confidence. These risk factors were further exemplified by the Federal Open Market

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Committee reducing the fed funds target rate by 225 basis points during 2008 and through the use of its emergency monetary powers in an effort to calm the credit markets.

One measure of the adequacy of the allowance for estimated losses on loans is the ratio of the allowance to the total loan portfolio. At June 30, 2008, the allowance for loan losses was \$3.3 million, or 0.9% of gross loans outstanding, compared to \$4.2 million, or 1.1% of gross loans outstanding at December 31, 2007. Our allowance for loan losses to gross loans ratio declined during the first six months of 2008, despite the increase in our provision, because of the \$1.7 million in charge-offs were primarily related to previously identified impaired loans. The charge-offs decreased gross loans and the allowance for loan losses, lowering the corresponding ratio. For further discussion of the allowance for loan losses, refer to the Asset Quality and Distribution section.

*Non-interest Income.* Non-interest income increased \$745,000, or 49.2%, for the three months ended June 30, 2008, to \$1.8 million, as compared to the three months ended June 30, 2007. The increase was primarily attributable to \$497,000 of gains on the sales of investment securities and increases of \$138,000 in gains on sale of loans and \$104,000 in fees and service charges, as compared to the second quarter of 2007. Market conditions during the second quarter of 2008 allowed us to sell longer term, higher yielding agency securities while purchasing shorter term, lower yielding mortgage-backed obligations at gains that were higher than the reductions in interest income as a result of the transactions. The increased gains on sales of loans were driven by higher origination volumes of residential real estate loans that were sold in the secondary market, while the increases in fees and service charges were primarily related to deposits. Our ability to originate secondary market conforming loans allowed us to increase our loan volumes.

Non-interest income increased \$1.2 million, or 43.3%, for the six months ended June 30, 2008, to \$4.1 million, as compared to the six months ended June 30, 2007. The increase was primarily attributable to \$497,000 of gains on sales of investments and a \$246,000 gain on the prepayment of a FHLB advance along with increases of \$299,000 in gains on sales of loans and \$170,000 in fees and service charges, as compared to the first six months of 2007. During 2008, we began a strategy of issuing longer-term, fixed rate FHLB advances and repaying shorter-term FHLB advances to lengthen our FHLB advance maturities while rates were believed to be at a relatively low point in the rate cycle. As a result of the prepayment of a \$10 million advance, we were able to recognize a gain of \$246,000, which represented the remaining fair value adjustment required by purchase accounting for a prior acquisition.

*Non-interest Expense.* Non-interest expense increased \$105,000, or 3.2%, to \$4.3 million for the three months ended June 30, 2008, as compared to the three months ended June 30, 2007. These increases were primarily driven by higher costs of compensation and a \$70,000 valuation allowance related to the declines in the fair value of two foreclosed assets, which is included in other non-interest expense.

Non-interest expense increased \$237,000, or 2.9%, to \$8.6 million for the six months ended June 30, 2008, as compared to the six months ended June 30, 2007. These increases were primarily driven by higher costs of compensation and benefits and a \$70,000 valuation allowance related to the declines in the fair value of two foreclosed assets, which is included in other non-interest expense.

*Income Tax Expense.* Income tax expense increased \$184,000, or 45.0%, from \$409,000 for the three months ended June 30, 2007, to \$594,000 for the three months ended June 30, 2008. The effective tax rate for the second quarter of 2008 was 27.4% compared to 23.2% during the second quarter of 2007. The increase in the effective tax rate was primarily the result of higher taxable income.

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Income tax expense increased \$144,000, or 18.7%, from \$770,000 for the six months ended June 30, 2007, to \$914,000 for the six months ended June 30, 2008. The effective tax rate for the six months of 2008 was 25.7% compared to 22.9% during the first six months of 2007. The increase in the effective tax rate was primarily the result of higher taxable income.

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*Asset Quality and Distribution.* Our primary investing activities are the origination of commercial, commercial real estate, mortgage and consumer loans and the purchase of investment securities. We have concentrated on generating commercial and commercial real estate loans over the past few years and are pleased with the growth in this segment of our loan portfolio. We also originate fixed-rate, residential mortgage loans with maturities in excess of ten years, primarily for sale in the secondary market. Total assets increased to \$616.6 million at June 30, 2008, compared to \$606.5 million at December 31, 2007. While net loans, excluding loans held for sale was \$376.2 million at both June 30, 2008 and December 31, 2007, the composition of loans changed more substantially as our commercial and commercial real estate loans increased by \$10.4 million and our one-to-four family residential loans decreased by \$10.3 million.

Loans consisted of the following:

	June 30, 2008	December 31, 2007
Real estate loans:		
One-to-four family residential	\$ 116,130,004	\$ 126,459,081
Commercial	125,939,825	113,209,220
Construction	21,960,038	27,936,176
Commercial loans	106,762,065	103,098,695
Consumer loans	8,512,951	9,164,122
Total	379,304,883	379,867,294
Less: Deferred loan fees and loans in process	(196,615)	(460,981)
Less: Allowance for loan losses	3,326,242	4,171,667
Loans, net	\$ 376,175,256	\$ 376,156,608

The allowance for loan losses is established through a provision for losses on loans based on our evaluation of the risk inherent in the loan portfolio and changes in the nature and volume of its loan activity. Such 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 adequate allowance for loan losses. As a part of its examination process, the OCC periodically reviews our allowance for loan losses and has the authority to require us to make additions to the allowance based on its evaluation. Although we believe that we use the best information available to determine the allowance for loan losses, unforeseen market conditions could result in adjustment to the allowance for loan losses. In addition, net earnings could be significantly affected if circumstances differ substantially from the assumptions used in establishing the allowance for loan losses.

A summary of the activity in the allowance for loan losses is as follows:

	Three months ended		Six months ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
Beginning balance	\$ 3,287,904	\$ 4,075,103	\$ 4,171,667	\$ 4,029,710
Provision for loan losses	300,000	60,000	900,000	125,000
Charge-offs	(276,579)	(43,502)	(1,779,934)	(85,873)
Recoveries	14,918	13,528	34,510	36,292
Ending balance	\$ 3,326,242	\$ 4,105,129	\$ 3,326,242	\$ 4,105,129

Loans past due more than a month totaled \$8.4 million at June 30, 2008, compared to \$11.9 million at December 31, 2007. Loans past due more than a month and still accruing interest at June 30, 2008, totaled \$3.9 million. At June 30, 2008, \$4.9 million in loans were on non-accrual status, or 1.3% of net loans, compared to a balance of \$10.0 million in loans on non-accrual status, or 2.7% of net loans, at December 31, 2007.

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The decrease in non-accrual loans was primarily the result of the collection of the outstanding balances on two loan relationships totaling \$3.0 million and certain loan charge-offs on loans previously classified as non-accrual during 2008. Although non-accrual loans decreased during the first six months of 2008, we increased our provision for loan losses during the period due to difficult conditions in the credit markets, slowing national and local economies and an increase in historical losses resulting from the higher levels of charge-offs during 2008. We felt this step was appropriate given the impact these factors could have on our outstanding loan portfolio. Net loan charge-offs for the six months ended June 30, 2008 were \$1.7 million compared to \$50,000 for the comparable period of 2007. While the charge-offs increased during the first six months of 2008, substantially all had a specific loss reserve allocation at December 31, 2007. The increased charge-offs were primarily related to four loan

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relationships with insufficient collateral, on which we believe it is not likely that our collection attempts will result in any significant recoveries.

A summary of the non-performing assets:

**June 30, 2008**

**December 31, 2007**