

Bancorp, Inc.
Form 10-Q
November 09, 2012

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended: September 30, 2012

OR

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

For the transition period from: to

Commission file number: 51018

THE BANCORP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation
or
organization)

23-3016517
(IRS
Employer
Identification
No.)

409 Silverside Road
Wilmington, DE
(Address of principal
executive offices)

19809
(Zip code)

Registrant's telephone number, including area code: (302) 385-5000

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

(Check one): Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

Yes No

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

As of November 2, 2012 there were 33,101,281 outstanding shares of common stock, \$1.00 par value.

THE BANCORP, INC

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

THE BANCORP, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED BALANCE SHEETS

	September 30, 2012	December 31, 2011
	(in thousands)	
ASSETS		
Cash and cash equivalents		
Cash and due from banks	\$4,648	\$96,228
Interest earning deposits at Federal Reserve Bank	540,010	652,946
Total cash and cash equivalents	544,658	749,174
Investment securities, available-for-sale, at fair value	634,894	448,204
Investment securities, held-to-maturity (fair value \$18,634 and \$13,826, respectively)	22,707	18,044
Federal Home Loan and Atlantic Central Bankers Bank stock	4,160	5,088
Loans held for sale	7,970	-
Loans, net of deferred loan costs	1,856,992	1,744,828
Allowance for loan and lease losses	(33,071)	(29,568)
Loans, net	1,823,921	1,715,260
Premises and equipment, net	9,802	8,358
Accrued interest receivable	10,061	8,476
Intangible assets, net	7,254	8,004
Other real estate owned	3,065	7,405
Deferred tax asset, net	19,708	21,941
Other assets	24,925	20,727
Total assets	\$3,113,125	\$3,010,681
LIABILITIES		
Deposits		
Demand and interest checking	\$2,300,025	\$2,192,938
Savings and money market	459,725	454,343
Time deposits	12,606	25,528
Time deposits, \$100,000 and over	8,819	9,742
Total deposits	2,781,175	2,682,551
Securities sold under agreements to repurchase	18,802	33,177
Accrued interest payable	100	123
Subordinated debenture	13,401	13,401
Other liabilities	10,662	9,950
Total liabilities	2,824,140	2,739,202

SHAREHOLDERS' EQUITY

Common stock - authorized, 50,000,000 shares of \$1.00 par value; 33,208,781 and 33,196,281

shares issued at September 30, 2012 and December 31, 2011, respectively

Treasury stock, at cost (100,000 shares)	33,209	33,196
Additional paid-in capital	(866)	(866)
Retained earnings (accumulated deficit)	243,954	241,997
Accumulated other comprehensive income	2,110	(9,277)
Total shareholders' equity	10,578	6,429
	288,985	271,479

Total liabilities and shareholders' equity	\$3,113,125	\$3,010,681
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The accompanying notes are an integral part of these statements.

THE BANCORP, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended September 30,		For the nine months ended September 30,	
	2012	2011	2012	2011
	(in thousands, except per share data)			
Interest income				
Loans, including fees	\$19,787	\$19,011	\$57,993	\$55,448
Interest on investment securities:				
Taxable interest	3,507	2,732	10,068	6,629
Tax-exempt interest	709	651	2,114	1,993
Interest bearing deposits	356	296	2,014	1,041
	24,359	22,690	72,189	65,111
Interest expense				
Deposits	2,556	2,783	8,104	8,238
Securities sold under agreements to repurchase	24	96	75	173
Short-term borrowings	-	-	-	3
Subordinated debenture	218	216	652	647
	2,798	3,095	8,831	9,061
Net interest income	21,561	19,595	63,358	56,050
Provision for loan and lease losses	5,540	5,019	15,047	16,654
Net interest income after provision for loan and lease losses	16,021	14,576	48,311	39,396
Non-interest income				
Service fees on deposit accounts	928	589	2,512	1,813
Merchant credit card processing and ACH fees	740	591	2,222	1,750
Prepaid card fees	7,459	4,030	23,570	13,175
Gain on sales of investment securities	107	20	107	623
Other than temporary impairment on securities held-to-maturity (1)	-	-	(126)	(75)
Leasing income	552	538	2,345	1,887
Debit card income	98	129	402	532
Affinity fees	792	547	1,979	1,081
Other	557	229	961	1,357
Total non-interest income	11,233	6,673	33,972	22,143
Non-interest expense				
Salaries and employee benefits	9,991	8,030	28,706	22,560
Depreciation and amortization	854	767	2,508	2,219
Rent and related occupancy cost	895	749	2,487	2,182
Data processing expense	2,547	2,080	7,915	6,646
Printing and supplies	422	395	1,336	1,075
Audit expense	284	295	859	805
Legal expense	1,243	662	2,386	1,858
Amortization of intangible assets	250	250	750	750
Losses on sale and write downs on other real estate owned	533	64	2,405	555

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FDIC Insurance	716	705	2,404	2,628
Software, maintenance and equipment	411	429	1,325	1,176
Other real estate owned expense	(30) 357	509	841
Other	3,782	2,975	11,134	9,685
Total non-interest expense	21,898	17,758	64,724	52,980
Net income before income tax	5,356	3,491	17,559	8,559
Income tax provision	1,795	1,209	6,172	2,929
Net income available to common shareholders	\$3,561	\$2,282	\$11,387	\$5,630

Net income per share - basic	\$0.11	\$0.07	\$0.34	\$0.18
Net income per share - diluted	\$0.11	\$0.07	\$0.34	\$0.18

(1) Other than temporary impairment was due to credit loss and therefore did not include amounts due to market conditions.

The accompanying notes are an integral part of these statements.

THE BANCORP INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the nine months ended September 30,	
	2012	2011
	(in thousands)	
Net income	\$11,387	\$5,630
Other comprehensive income, net of tax		
Unrealized gains on securities		
Unrealized holding gains arising during the period	6,403	12,598
Reclassification adjustment for gains included in net income	(27) (623
Amortization of losses previously held as available-for-sale	8	855
	6,384	12,830
Deferred tax expense		
Unrealized holding gain arising during the period	2,232	4,191
Amortization of losses previously held as available-for-sale	3	273
	2,235	4,464
Other comprehensive income	4,149	8,366
Comprehensive income	\$15,536	\$13,996

The accompanying notes are an integral part of these statements.

THE BANCORP INC. AND SUBSIDIARY
 UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
 For the nine months ended September 30, 2012
 (in thousands, except share data)

	Common stock shares	Common stock	Treasury stock	Additional paid-in capital	Retained earnings (accumulated deficit)	Accumulated other comprehensive income	Total
Balance at January 1, 2012	33,196,281	33,196	(866)	241,997	(9,277)	6,429	271,479
Net income					11,387		11,387
Common stock issued from option exercises, net of tax benefits	12,500	13	-	85	-	-	98
Stock-based compensation	-	-	-	1,872	-	-	1,872
Other comprehensive income, net of reclassification adjustments and tax	-	-	-	-	-	4,149	4,149
Balance at September 30, 2012	33,208,781	\$33,209	\$(866)	\$243,954	\$ 2,110	\$ 10,578	\$288,985

The accompanying notes are an integral part of this statement.

THE BANCORP, INC. AND SUBSIDIARY
 UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (dollars in thousands)

	For the nine months ended September 30,	
	2012	2011
Operating activities		
Net income	\$ 11,387	\$ 5,630
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	3,258	2,969
Provision for loan and lease losses	15,047	16,654
Net amortization of investment securities discounts/premiums	1,360	483
Stock-based compensation expense	1,872	1,276
Mortgage loans originated for sale	(233)	(458)
Sale of mortgage loans originated for resale	237	462
Gain on sale of mortgage loans originated for resale	(4)	(4)
Net change in commercial loans held for sale	(7,970)	-
Deferred income tax expense	2	-
Gain on sales of fixed assets	(29)	(26)
Other than temporary impairment on securities held-to-maturity	126	75
Losses on sale and writedowns of other real estate owned	2,405	555
Gain on sales of investment securities	(107)	(623)
(Increase) decrease in accrued interest receivable	(1,585)	337
Decrease in interest payable	(23)	(11)
Increase in other assets	(4,693)	(335)
Increase in other liabilities	711	3,450
Net cash provided by operating activities	21,761	30,434
Investing activities		
Purchase of investment securities available-for-sale	(282,669)	(283,914)
Proceeds from call of securities held-to-maturity	-	4,000
Proceeds from sale of investment securities available-for-sale	6,297	23,846
Proceeds from redemptions and prepayments of securities available-for-sale	90,951	81,680
Proceeds from sale of other real estate owned	5,157	894
Net increase in loans	(126,930)	(115,248)
Proceeds from sale of fixed assets	171	68
Purchases of premises and equipment	(3,599)	(1,390)
Net cash used in investing activities	(310,622)	(290,064)
Financing activities		
Net increase in deposits	98,624	1,049,404
Net (decrease) increase in securities sold under agreements to repurchase	(14,375)	10,674
Repayment of short-term borrowings and federal funds purchased	-	(136,000)
Proceeds from issuance of common stock	-	54,501

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Proceeds from the exercise of options	98	-
Excess tax benefit from share-based payment arrangements	(2)	-
Net cash provided by financing activities	84,345	978,579
Net (decrease) increase in cash and cash equivalents	(204,516)	718,949
Cash and cash equivalents, beginning of period	749,174	472,319

Cash and cash equivalents, end of period	\$544,658	\$1,191,268
Supplemental disclosure:		
Interest paid	\$8,854	\$9,072
Taxes paid	\$8,367	\$5,132
Transfers of loans to other real estate owned	\$3,222	\$5,749

The accompanying notes are an integral part of these statements.

THE BANCORP, INC. AND SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Formation and Structure of Company

The Bancorp, Inc. (the Company) is a Delaware corporation and a registered financial holding company with a wholly owned subsidiary bank, The Bancorp Bank (the Bank). The Bank is a Delaware chartered commercial bank located in Wilmington, Delaware and is a Federal Deposit Insurance Corporation (FDIC) insured institution. Through the Bank, the Company provides retail and commercial banking services in the Philadelphia, Pennsylvania and Wilmington, Delaware areas and other banking services nationally, which include prepaid debit cards, health savings accounts, wealth management and private label banking. The principal medium for the delivery of the Company's banking services is the Internet.

Note 2. Significant Accounting Policies

Basis of Presentation

The financial statements of the Company, as of September 30, 2012 and for the three and nine month periods ended September 30, 2012 and 2011, are unaudited. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted in this Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission. However, in the opinion of management, these interim financial statements include all necessary adjustments to fairly present the results of the interim periods presented. The unaudited interim consolidated financial statements should be read in conjunction with the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 (Form 10-K report). The results of operations for the nine month period ended September 30, 2012 may not necessarily be indicative of the results of operations for the full year ending December 31, 2012.

Note 3. Share-based Compensation

The Company recognizes compensation expense for stock options in accordance with FASB ASC topic 718, Stock Based Compensation. The expense of the option is generally measured at fair value at the grant date with compensation expense recognized over the service period, which is usually the vesting period. For grants subject to a service condition, the Company utilizes the Black-Scholes option-pricing model to estimate the fair value of each option on the date of grant. The Black-Scholes model takes into consideration the exercise price and expected life of the options, the current price of the underlying stock and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Company's estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. In accordance with ASC topic 718, the Company estimates the number of options for which the requisite service is expected to be rendered. At September 30, 2012, the Company had three stock-based compensation plans, which are more fully described in its Form 10-K report and the portions of the Company's Proxy Statement dated March 21, 2012, incorporated therein by reference.

The Company granted 500,000 common stock options in the first quarter of 2012, 40,000 with a vesting period of one year and 460,000 with a vesting period of four years. The weighted-average fair value of the stock options issued was \$5.06. During the third quarter of 2011, the Company granted 500,000 stock options, 40,000 with a vesting period of one year and 460,000 with a vesting period of four years. The weighted-average fair value of the stock options issued was \$3.82. There were 7,500 common stock options exercised for the three month period ending September 30, 2012.

and no common stock options exercised for the three month period ending September 30, 2011.

The Company estimated the fair value of each grant on the date of grant using the Black-Scholes options pricing model with the following weighted average assumptions:

	September 30,			
	2012		2011	
Risk-free interest rate	1.97	%	2.19	%
Expected dividend yield	-		-	
Expected volatility	72.90	%	53.10	%
Expected lives (years)	4.83		5.47	

Expected volatility is based on the historical volatility of the Company's stock and peer group comparisons over the expected life of the grant. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury strip rate in effect at the time of the grant. The life of the option is based on historical factors which include the contractual term, vesting period, exercise behavior and employee terminations. In accordance with the ASC topic 718, Stock Based Compensation, stock based compensation expense for the nine month period ended September 30, 2012 is based on awards that are ultimately expected to vest and has been reduced for estimated forfeitures. The Company estimates forfeitures using historical data based upon the groups identified by management.

As of September 30, 2012, there was a total of \$5.7 million of unrecognized compensation cost related to unvested awards under share-based plans. This cost is expected to be recognized over a weighted average period of 2.2 years. Related compensation expense for the nine months ended September 30, 2012 and 2011 was \$1.9 million and \$1.3 million respectively.

A summary of the status of the Company's equity compensations plans is presented below.

	Shares	Weighted average exercise price (in thousands, except per share data)	Weighted- average remaining contractual term (years)	Aggregate intrinsic value
Outstanding at January 1, 2012	2,745,115	\$10.10		
Granted	500,000	8.50	-	-
Exercised	(12,500)	7.81	-	-
Expired	(16,000)	10.00	-	-
Forfeited	(128,248)	9.07	-	-
Outstanding at September 30, 2012	3,088,367	\$9.89	6.19	\$-
Exercisable at September 30, 2012	1,677,367		4.15	\$-

A summary of the status of the Company's stock appreciation rights is presented below.

	Shares	Weighted- average price	Average remaining contractual term (years)
Outstanding at January 1, 2012	60,000	\$11.41	
Granted	-	-	-
Exercised	-	-	-
Expired/forfeited	(60,000)	11.41	-
Outstanding at September 30, 2012	-	\$-	-

Note 4. Earnings Per Share

The Company calculates earnings per share under FASB ASC topic 260, Earnings Per Share. Basic earnings per share exclude dilution and are computed by dividing income available to common shareholders by the weighted average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock.

The following tables show the Company's earnings per share for the periods presented:

	For the three months ended September 30, 2012		
	Income (numerator) (dollars in thousands except per share data)	Shares (denominator)	Per share amount
Basic earnings per share			
Net income available to common shareholders	\$3,561	33,105,194	\$0.11
Effect of dilutive securities			
Common stock options	-	67,658	-
Diluted earnings per share			
Net income available to common shareholders	\$3,561	33,172,852	\$0.11

Stock options for 1,528,367 shares, exercisable at prices between \$9.58 and \$25.43 per share, were outstanding at September 30, 2012 but were not included in the dilutive shares because the exercise price per share was greater than the average market price.

	For the nine months ended September 30, 2012		
	Income (numerator) (dollars in thousands except per share data)	Shares (denominator)	Per share amount
Basic earnings per share			
Net income available to common shareholders	\$11,387	33,101,281	\$0.34
Effect of dilutive securities			
Common stock options	-	32,026	-
Diluted earnings per share			
Net income available to common shareholders	\$11,387	33,133,307	\$0.34

Stock options for 1,528,367 shares, exercisable at prices between \$9.58 and \$25.43 per share, were outstanding at September 30, 2012 but were not included in the dilutive shares because the exercise share price was greater than the average market price.

	For the three months ended September 30, 2011		
	Income (numerator)	Shares (denominator)	Per share amount

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	(dollars in thousands except per share data)		
Basic earnings per share			
Net income available to common shareholders	\$2,282	33,196,281	\$0.07
Effect of dilutive securities			
Stock options	-	7,381	-
Diluted earnings per share			
Net income available to common shareholders	\$2,282	33,203,662	\$0.07

Stock options for 2,766,115 shares and stock appreciation rights for 60,000 shares, exercisable at prices between \$7.36 and \$25.43 per share, were outstanding at September 30, 2011 but were not included in the diluted earnings per share computation because the exercise price per share was greater than the average market price of the common stock.

	For the nine months ended September 30, 2011		
	Income (numerator) (dollars in thousands except per share data)	Shares (denominator)	Per share amount
Basic earnings per share			
Net income available to common shareholders	\$5,630	31,500,347	\$0.18
Effect of dilutive securities			
Stock options	-	6,461	-
Diluted earnings per share			
Net income available to common shareholders	\$5,630	31,506,808	\$0.18

Stock options for 2,766,115 shares and stock appreciation rights for 60,000 shares, exercisable at prices between \$7.36 and \$25.43 per share, were outstanding at September 30, 2011 but were not included in the diluted earnings per share computation because the exercise price per share was greater than the average market price of the common stock.

Note 5. Investment Securities

The amortized cost, gross unrealized gains and losses, and fair values of the Company's investment securities classified as available-for-sale and held-to-maturity at September 30, 2012 and December 31, 2011 are summarized as follows (in thousands):

Available-for-sale	September 30, 2012			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
U.S. Government agency securities	\$8,537	\$291	\$-	\$8,828
Federally insured student loan securities	111,197	483	(135)	111,545
Tax-exempt obligations of states and political subdivisions	111,456	5,585	(1)	117,040
Taxable obligations of states and political subdivisions	43,120	3,245	(30)	46,335
Residential mortgage-backed securities	194,322	3,228	(392)	197,158
Commercial mortgage-backed securities	98,417	4,116	(56)	102,477
Other debt securities	47,687	1,050	(301)	48,436
Other equity securities	3,000	75	-	3,075
	\$617,736	\$18,073	\$(915)	\$634,894

Held-to-maturity	September 30, 2012			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Other debt securities - single issuers	\$21,335	\$344	\$(4,181)	\$17,498
Other debt securities - pooled	1,372	-	(236)	1,136
	\$22,707	\$344	\$(4,417)	\$18,634

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Available-for-sale	December 31, 2011			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
U.S. Government agency securities	\$9,087	\$198	\$-	\$9,285
Tax-exempt obligations of states and political subdivisions	94,227	3,580	(8)	97,799
Taxable obligations of states and political subdivisions	50,778	2,149	(60)	52,867
Residential mortgage-backed securities	190,214	3,582	(111)	193,685
Commercial mortgage-backed securities	51,242	875	(56)	52,061

Other debt securities	38,873	1,058	(399)	39,532
Other equity securities	3,000	-	(25)	2,975
	\$437,421	\$11,442	\$(659)	\$448,204

Held-to-maturity	December 31, 2011			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Other debt securities - single issuers	\$16,337	\$138	\$(4,051)	\$12,424
Other debt securities - pooled	1,707	-	(305)	1,402
	\$18,044	\$138	\$(4,356)	\$13,826

Investments in Federal Home Loan and Atlantic Central Bankers Bank stock are recorded at cost and amounted to \$4.2 million at September 30, 2012 and \$5.1 million at December 31, 2011.

The amortized cost and fair value of the Company's investment securities at September 30, 2012, by contractual maturity are shown below (in thousands). Expected maturities may differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-sale		Held-to-maturity	
	Amortized cost	Fair value	Amortized cost	Fair value
Due before one year	\$73,508	\$73,622	\$-	\$-
Due after one year through five years	158,815	164,380	-	-
Due after five years through ten years	36,614	37,780	8,240	8,056
Due after ten years	345,799	356,037	14,467	10,578
Other equity securities	3,000	3,075	-	-
	\$617,736	\$634,894	\$22,707	\$18,634

At September 30, 2012 and December 31, 2011, investment securities with a book value of approximately \$37.0 million and \$44.6 million, respectively, were pledged to secure securities sold under repurchase agreements as required or permitted by law.

Available-for-sale securities fair values are based on the fair market value supplied by the third-party market data provider while held-to-maturity securities are based on the present value of cash flows, which discounts expected cash flows from principal and interest using yield to maturity at the measurement date. The Company periodically reviews its investment portfolio to determine whether unrealized losses are temporary, based on an evaluations of the creditworthiness of the issuers/guarantors as well as the underlying collateral if applicable, in addition to the continuing performance of the securities. The Company recognized other-than-temporary impairment charges of \$126,000 on one trust preferred pooled security in the first nine months of 2012 as compared to \$75,000 on one trust preferred pooled security in the first nine months of 2011. The amount of the credit impairment was calculated by estimating the discounted cash flows for those securities.

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The table below indicates the length of time individual securities had been in a continuous unrealized loss position at September 30, 2012 (dollars in thousands):

Available-for-sale Description of Securities	Number of securities	Less than 12 months		12 months or longer		Total	
		Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
Federally insured student loan securities	7	\$38,952	\$(135)	\$-	\$-	\$38,952	\$(135)
Tax-exempt obligations of states and political subdivisions	4	3,479	(1)	1,241	-	4,720	(1)
Taxable obligations of states and political subdivisions	7	7,715	(20)	4,035	(10)	11,750	(30)

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Residential mortgage-backed securities	9	43,529	(386)	358	(6)	43,887	(392)
Commercial mortgage-backed securities	2	15,279	(56)	-	-	15,279	(56)
Other debt securities	3	-	-	9,770	(301)	9,770	(301)
Total temporarily impaired investment securities	32	\$108,954	\$(598)	\$15,404	\$(317)	\$124,358	\$(915)

Description of Securities	Number of securities	Held-to-maturity		12 months or longer		Total	
		Less than 12 months Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
Other debt securities - single issuers	2	\$-	\$-	\$7,906	\$(4,181)	\$7,906	\$(4,181)
Other debt securities - pooled	2	-	-	1,136	(236)	1,136	(236)
Total temporarily impaired investment securities	4	\$-	\$-	\$9,042	\$(4,417)	\$9,042	\$(4,417)

The table below indicates the length of time individual securities had been in a continuous unrealized loss position at December 31, 2011 (dollars in thousands):

Description of Securities	Number of securities	Available-for-sale		12 months or longer		Total	
		Less than 12 months Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
Tax-exempt obligations of states and political subdivisions	7	\$11,104	\$(8)	\$-	\$-	\$11,104	\$(8)

Taxable obligations of states and political subdivisions	10	16,905	(60)	-	-	16,905	(60)
Residential mortgage-backed securities	5	10,054	(111)	-	-	10,054	(111)
Commercial mortgage-backed securities	4	24,421	(56)	-	-	24,421	(56)
Other debt securities	3	10,929	(93)	2,549	(306)	13,478	(399)
Other equity securities	1	2,975	(25)	-	-	2,975	(25)
Total temporarily impaired investment securities	30	\$76,388	\$(353)	\$2,549	\$(306)	\$78,937	\$(659)

Description of Securities	Held-to-maturity Number of securities	Less than 12 months		12 months or longer		Total	
		Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
Other debt securities - single issuers	2	\$-	\$-	\$8,021	\$(4,051)	\$8,021	\$(4,051)
Other debt securities - pooled	2	-	-	1,402	(305)	1,402	(305)
Total temporarily impaired investment securities	4	\$-	\$-	\$9,423	\$(4,356)	\$9,423	\$(4,356)

The other debt securities included in the held-to-maturity classification on the Company's balance sheet at September 30, 2012 included four single issuer trust preferred securities issued by either banks or insurance companies and two pooled issuer trust preferred securities, whose collateral is made up of trust preferred securities issued by banks. The amortized cost of the single issuer trust preferred securities was \$16.3 million, of which two securities totaling \$4.2 million were issued by two different banks and two securities totaling \$12.1 million were issued by two different insurance companies. The two pooled trust preferred securities had an aggregate amortized cost of \$1.4 million.

The Company has evaluated the securities in the above tables and has concluded that none of these securities has impairment that is other-than-temporary. The Company evaluates whether a credit impairment exists by considering primarily the following factors: (a) the length of time and extent to which the fair value has been less than the amortized cost of the security, (b) changes in the financial condition, credit rating and near-term prospects of the issuer, (c) whether the issuer is current on contractually obligated interest and principal payments, (d) changes in the financial condition of the security's underlying collateral and (e) the payment structure of the security. The Company's best estimate of expected future cash flows which is used to determine the credit loss amount is a quantitative and qualitative process that incorporates information received from third-party sources along with internal assumptions and judgments regarding the future performance of the security. The Company concluded that most of the securities that are in an unrealized loss position are in a loss position because of changes in interest rates after the securities were purchased. The securities that have been in an unrealized loss position for 12 months or longer include other securities whose market values are sensitive to interest rates and changes in credit quality. The Company's unrealized loss for the debt securities, which includes four single issuer trust preferred securities and two pooled trust preferred securities, is primarily related to general market conditions and the resultant lack of liquidity in the market. The severity of the impairments in relation to the carrying amounts of the individual investments is consistent with market developments. The Company's analysis for each investment is performed at the security level. As a result of its review, the Company concluded that other-than-temporary impairment did not exist due to the Company's ability and intention to hold these securities to recover their amortized cost basis.

Note 6. Loans

At September 30, 2012 the Company had \$7.9 million of commercial mortgage loans held for sale, which were originated for sale to institutions which issue commercial mortgaged backed securities. The Company has elected fair value treatment for these loans and during the third quarter of 2012, the Company recognized a related gain of \$156,000.

Major classifications of loans not including loans held for sale are as follows (in thousands):

	September 30, 2012	December 31, 2011
Commercial	\$453,444	\$450,411
Commercial mortgage *	614,410	609,487
Construction	263,726	246,611
Total commercial loans	1,331,580	1,306,509
Direct lease financing	146,728	129,682
Residential mortgage	97,589	96,110
Consumer loans and others	276,427	209,041
	1,852,324	1,741,342
Unamortized loan costs	4,668	3,486
Total loans, net of deferred loan costs	\$1,856,992	\$1,744,828
Supplemental loan data:		
Construction 1-4 family	\$71,599	\$85,189
Commercial construction, acquisition and development	192,127	161,422
	\$263,726	\$246,611

* At September 30, 2012, our owner occupied loans amounted to \$157.2 million, or 25.6% of commercial mortgages as compared to \$137.9 million, or 22.6% at December 31, 2011.

The Company has identified thirty loans as impaired, where it is probable that interest and principal will not be collected according to the contractual terms of the loan agreement. The balance of these impaired loans was \$29.2 million at September 30, 2012, of which \$20.2 million had a specific reserve of \$10.9 million. The remaining \$9.0 million of impaired loans did not have a reserve. Included within the impaired loans at September 30, 2012 are eight troubled debt restructured loans with a balance of \$8.3 million with a total specific reserve of \$4.2 million. The Company recognizes income on impaired loans when they are placed into non-accrual status on a cash basis when the loans are both current and the collateral on the loan is sufficient to cover the outstanding obligation to the Company. If these factors do not exist, the Company will not recognize income on such loans. Interest income would have increased by \$631,000 in third quarter 2012 if interest on impaired loans had been accrued. The balance of impaired loans was \$17.6 million at December 31, 2011, of which \$14.5 million had specific reserves of \$5.9 million. The Company did recognize interest income of \$65,000 on impaired loans in the nine months ended September 30, 2012 and did not recognize any interest income for the nine months ended September 30, 2011.

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The following table provides information about impaired loans at September 30, 2012 and December 31, 2011 (in thousands):

	Recorded investment	Unpaid principal balance	Related allowance	Average recorded investment	Interest income recognized
September 30, 2012					
Without an allowance recorded					
Construction	\$276	\$276	\$-	\$911	\$-
Commercial mortgage	3,582	4,403	-	2,058	-
Commercial	4,219	6,257	-	2,017	-
Consumer - home equity	927	927	-	927	-
Residential	-	-	-	316	-
With an allowance recorded					
Construction	8,886	8,886	4,899	7,523	-
Commercial mortgage	7,742	8,287	4,028	4,090	-
Commercial	3,435	3,631	1,885	5,397	-
Consumer - home equity	-	-	-	81	-
Residential	93	93	71	47	-
Total					
Construction	\$9,162	\$9,162	\$4,899	\$8,434	\$-
Commercial mortgage	\$11,324	\$12,690	\$4,028	\$6,148	\$-
Commercial	\$7,654	\$9,888	\$1,885	\$7,414	\$-
Consumer - home equity	\$927	\$927	\$-	\$1,008	\$-
Residential	\$93	\$93	\$71	\$363	\$-
December 31, 2011					
Without an allowance recorded					
Construction	\$-	\$-	\$-	\$100	\$-
Commercial mortgage	-	-	-	310	-
Commercial	900	2,042	6,831	626	-
Consumer - home equity	927	927	3,765	371	-
Residential	1,264	1,414	149	662	-
With an allowance recorded					
Construction	4,949	4,949	2,296	2,123	-
Commercial mortgage	3,672	3,672	712	2,793	-
Commercial	5,550	5,550	2,724	3,075	-
Consumer - home equity	325	325	204	510	-
Residential	-	-	-	5,048	-
Total					
Construction	\$4,949	\$4,949	\$2,296	\$2,223	\$-
Commercial mortgage	\$3,672	\$3,672	\$712	\$3,103	\$-
Commercial	\$6,450	\$7,592	\$9,555	\$3,701	\$-
Consumer - home equity	\$1,252	\$1,252	\$3,969	\$881	\$-
Residential	\$1,264	\$1,414	\$149	\$5,710	\$-

The following tables summarize the Company's non-accrual loans, loans past due 90 days and other real estate owned for the periods indicated (the Company had no non-accrual leases at September 30, 2012 or December 31, 2011):

	September 30, 2012	September 30, 2011	December 31, 2011
	(in thousands)		
Non-accrual loans			
Construction *	\$8,886	\$2,321	\$4,949
Commercial mortgage *	8,894	3,848	3,672
Commercial *	7,654	4,212	6,450
Consumer	927	1,560	1,252
Residential	93	5,260	1,264
Total non-accrual loans	26,454	17,201	17,587
Loans past due 90 days or more	3,861	5,550	4,101
Total non-performing loans	30,315	22,751	21,688
Other real estate owned	3,065	6,415	7,405
Total non-performing assets	\$33,380	\$29,166	\$29,093

* Included in the non-accrual loans as of September 30, 2012 were five troubled debt restructured loans classified as follows: \$725,000 in commercial mortgage, \$2.3 million in commercial and \$2.6 million in construction.

Of the \$8.3 million of loans that were modified and considered troubled debt restructurings as of September 30, 2012 \$5.6 million and \$1.1 million were already included in non-accrual and non-performing loan totals as of that date. An analysis of those loans is as follows (dollars in thousands):

	September 30, 2012			December 31, 2011		
	Number	Pre-modification recorded investment	Post-modification recorded investment	Number	Pre-modification recorded investment	Post-modification recorded investment
Commercial	1	\$ 2,255	\$ 2,255	-	\$ -	\$ -
Commercial mortgage	3	3,156	3,156	1	759	759
Construction	4	2,913	2,913	-	-	-
Residential mortgage	-	-	-	1	364	364
Total	8	\$ 8,324	\$ 8,324	2	\$ 1,123	\$ 1,123

The balances below provide information as to how the loans were modified as troubled debt restructurings loans as of September 30, 2012 and December 31, 2011 (dollars in thousands):

	September 30, 2012			December 31, 2011		
	Adjusted interest rate	Extended maturity	Combined rate and maturity	Adjusted interest rate	Extended maturity	Combined rate and maturity

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Commercial	\$-	\$2,255	\$-	\$-	\$-	\$-
Commercial mortgage	725	214	2,217	759	-	-
Construction	-	2,913	-	-	-	-
Residential mortgage	-	-	-	364	-	-
Total	\$725	\$5,382	\$2,217	\$1,123	\$-	\$-

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As of September 30, 2012 and December 31, 2011, the Company has no commitments to lend additional funds to loan customers whose terms have been modified in troubled debt restructurings.

A detail of the changes in the allowance for loan and lease losses by loan category is as follows (in thousands):

Nine months ended September 30, 2012	Commercial		Residential		Direct lease		Unallocated	Total
	Commercial	mortgage	Construction	mortgage	Consumer	financing		
Beginning balance	\$ 10,214	\$ 9,274	\$ 5,352	\$ 2,090	\$ 1,346	\$ 254	\$ 1,038	\$29,568
Charge-offs	(3,487)	(2,466)	(6,931)	-	(299)	(87)	-	(13,270)
Recoveries	505	1,028	95	85	-	13	-	1,726
Provision	1,843	476	12,544	81	626	(25)	(498)	15,047
Ending balance	\$ 9,075	\$ 8,312	\$ 11,060	\$ 2,256	\$ 1,673	\$ 155	\$ 540	\$33,071
Ending balance: Individually evaluated for impairment	\$ 1,884	\$ 4,028	\$ 4,899	\$ 71	\$-	\$-	\$ -	\$10,882
Ending balance: Collectively evaluated for impairment	\$ 7,191	\$ 4,284	\$ 6,161	\$ 2,185	\$ 1,673	\$ 155	\$ 540	\$22,189
Loans: Ending balance	\$ 453,444	\$ 614,410	\$ 263,726	\$ 97,589	\$ 276,427	\$ 146,728	\$ 4,668	\$1,856,992
Ending balance: Individually evaluated for impairment	\$ 7,654	\$ 11,324	\$ 9,162	\$ 93	\$ 927	\$-	\$ -	\$29,160
Ending balance: Collectively evaluated for impairment	\$ 445,790	\$ 603,086	\$ 254,564	\$ 97,496	\$ 275,500	\$ 146,728	\$ 4,668	\$1,827,832
Twelve months ended December 31, 2011	\$ 6,051	\$ 9,501	\$ 5,030	\$ 2,115	\$ 578	\$ 164	\$ 624	\$24,063

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Beginning balance								
Charge-offs	(7,453)	(1,198)	(3,254)	(2,870)	(1,280)	(39)	-	(16,094)
Recoveries	2	89	4	-	6	-	-	101
Provision	11,614	882	3,572	2,845	2,042	129	414	21,498
Ending balance	\$ 10,214	\$ 9,274	\$ 5,352	\$ 2,090	\$ 1,346	\$ 254	\$ 1,038	\$ 29,568
Ending balance: Individually evaluated for impairment	\$ 2,724	\$ 712	\$ 2,296	\$ -	\$ 204	\$ -	\$ -	\$ 5,936
Ending balance: Collectively evaluated for impairment	\$ 7,490	\$ 8,562	\$ 3,056	\$ 2,090	\$ 1,142	\$ 254	\$ 1,038	\$ 23,632
Loans:								
Ending balance	\$ 450,411	\$ 609,487	\$ 246,611	\$ 96,110	\$ 209,041	\$ 129,682	\$ 3,486	\$ 1,744,828
Ending balance: Individually evaluated for impairment	\$ 6,450	\$ 3,672	\$ 4,949	\$ 1,264	\$ 1,252	\$ -	\$ -	\$ 17,587
Ending balance: Collectively evaluated for impairment	\$ 443,961	\$ 605,815	\$ 241,662	\$ 94,846	\$ 207,789	\$ 129,682	\$ 3,486	\$ 1,727,241

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Nine months ended September 30, 2011	Commercial		Residential		Direct lease		Unallocated	Total
	Commercial	mortgage	Construction	mortgage	Consumer	financing		
Beginning balance	\$ 6,051	\$ 9,501	\$ 5,030	\$ 2,115	\$ 578	\$ 164	\$ 624	\$24,063
Charge-offs	(6,729)	(642)	(3,003)	(1,876)	(815)	-	-	(13,065)
Recoveries	2	14	3	-	-	-	-	19
Provision	11,034	(1,108)	2,061	2,636	1,688	(36)	379	16,654
Ending balance	\$ 10,358	\$ 7,765	\$ 4,091	\$ 2,875	\$ 1,451	\$ 128	\$ 1,003	\$27,671
Ending balance: Individually evaluated for impairment	\$ 1,127	\$ 615	\$ 622	\$ 1,037	\$ 449	\$-	\$ -	\$3,850
Ending balance: Collectively evaluated for impairment	\$ 9,231	\$ 7,150	\$ 3,469	\$ 1,838	\$ 1,002	\$ 128	\$ 1,003	\$23,821
Loans: Ending balance	\$ 461,679	\$ 577,237	\$ 242,806	\$ 96,139	\$ 205,243	\$ 129,400	\$ 3,144	\$ 1,715,648
Ending balance: Individually evaluated for impairment	\$ 4,212	\$ 3,848	\$ 2,321	\$ 5,260	\$ 1,560	\$-	\$ -	\$ 17,201
Ending balance: Collectively evaluated for impairment	\$ 457,467	\$ 573,389	\$ 240,485	\$ 90,879	\$ 203,683	\$ 129,400	\$ 3,144	\$ 1,698,447

The Company did not have loans acquired with deteriorated credit quality at either September 30, 2012 or December 31, 2011.

A detail of the Company's delinquent loans by loan category is as follows (in thousands):

30-59 Days	60-89 Days	Greater than	Total	Total
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September 30, 2012	past due	past due	90 days	Non-accrual	past due	Current	loans
Commercial	\$ 1,357	\$ 1,500	\$ 107	\$ 7,654	\$ 10,618	\$ 442,826	\$ 453,444
Commercial mortgage	1,042	-	3,077	8,894	13,013	601,397	614,410
Construction	-	-	667	8,886	9,553	254,173	263,726
Direct lease financing	788	1,026	8	-	1,822	144,906	146,728
Consumer - other	1,091	-	2	-	1,093	231,057	232,150
Consumer - home equity	-	420	-	927	1,347	42,930	44,277
Residential mortgage	-	-	-	93	93	97,496	97,589
Unamortized costs	-	-	-	-	-	4,668	4,668
	\$ 4,278	\$ 2,946	\$ 3,861	\$ 26,454	\$ 37,539	\$ 1,819,453	\$ 1,856,992
December 31, 2011							
Commercial	\$-	\$ 242	\$ 817	\$ 6,450	\$ 7,509	\$ 442,902	\$ 450,411
Commercial mortgage	278	1,763	1,597	3,672	7,310	602,177	609,487
Construction	-	825	942	4,949	6,716	239,895	246,611
Direct lease financing	1,230	606	745	-	2,581	127,101	129,682

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Consumer - other	-	-	-	1,252	1,252	164,145	165,397
Consumer - home equity Residential mortgage Unamortized costs	-	2	-	-	2	43,642	43,644
	-	-	-	1,264	1,264	94,846	96,110
	-	-	-	-	-	3,486	3,486
	\$1,508	\$3,438	\$4,101	\$17,587	\$26,634	\$1,718,194	\$1,744,828

The Company evaluates its loans under an internal loan risk rating system as a means of identifying problem loans. The following table provides information by credit risk rating indicator for each segment of the loan portfolio not including loans held for sale at the dates indicated (in thousands):

Risk Rating	Commercial		Construction		Commercial mortgage		Residential mortgage	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Pass	\$331,624	\$320,287	\$236,486	\$176,824	\$490,001	\$476,421	\$28,792	\$28,981
Special Mention	2,939	1,049	-	-	23,862	21,615	-	-
Substandard	8,045	7,696	9,553	6,716	12,740	6,867	-	1,264
Doubtful	-	-	-	-	-	-	93	-
Loss	-	-	-	-	-	-	-	-
Unrated subject to review	28,253	60,938	10,711	49,700	23,502	26,543	1,590	2,084
Unrated not subject to review	82,583	60,441	6,976	13,371	64,305	78,041	67,114	63,781
Total	\$453,444	\$450,411	\$263,726	\$246,611	\$614,410	\$609,487	\$97,589	\$96,110

Risk Rating	Consumer		Direct lease financing		Unamortized costs		Total	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Pass	\$56,020	\$64,236	\$54,747	\$12,025	\$-	\$-	\$1,197,670	\$1,078,774
Special Mention	-	-	-	-	-	-	26,801	22,664
Substandard	3,672	2,718	61	649	-	-	34,071	25,910
Doubtful	-	-	-	-	-	-	93	-
Loss	-	-	-	-	-	-	-	-
Unrated subject to review	25,573	2,873	-	29,174	-	-	89,629	171,312
Unrated not subject to review	191,162	139,214	91,920	87,834	4,668	3,486	508,728	446,168
Total	\$276,427	\$209,041	\$146,728	\$129,682	\$4,668	\$3,486	\$1,856,992	\$1,744,828

* Unrated loans consist of performing loans which did not exhibit any negative characteristics which would require the loan to be evaluated, or fell below the dollar threshold requiring review under the Bank's internal policy and was not one of the loans otherwise selected in ongoing portfolio evaluation. The scope of the Bank's loan review policy

encompasses commercial and construction loans and leases which singly, or in aggregate for loans to related borrowers, exceed \$3.0 million. The loan portfolio review coverage was approximately 68% at September 30, 2012 and approximately 65% at December 31, 2011. This review is performed by the loan review department, which is independent of the loan origination department and reports directly to the audit committee. Potential problem loans which are identified by either the independent loan review department or line management are reviewed. All classified loans are continuously reviewed quarterly by the independent loan review function of the Bank. Additionally, all loans are subject to ongoing monitoring by portfolio managers and loan officers. Also, many of the Bank's loans are relatively short term, and are subject to reconsideration with a full review in loan committee between one and three years.

Note 7. Transactions with Affiliates

The Company entered into a sublease for office space in Philadelphia, Pennsylvania with RAIT Financial Trust (RAIT) commencing in October 2000. The former Chief Executive Officer of RAIT (from December 2006 to February 2009), who was also a RAIT trustee, is the Chairman of the Company and a director and Chairman of the Executive Committee of the Bank. RAIT paid the Company approximately \$228,000 and \$223,000, for the nine months ended September 30, 2012 and 2011, respectively.

The Company entered into a space sharing agreement for office space in New York, New York with Resource America Inc. commencing in September 2011. The Chairman of the Board of Resource America, Inc is the father of the Chairman of the Board and the spouse of the Chief Executive Officer of the Company. The Chief Executive Officer of Resource America is the brother of the Chairman of the Board and the son of the Chief Executive Officer of the Company. Rent expense for the nine months ended September 30, 2012 was \$77,000.

The Company entered into a space sharing agreement for office space in New York, New York with Atlas Energy, L.P. commencing in May 2012. The Chairman of the Board of Atlas Energy, L.P. is the brother of the Chairman of the Board and the son of the Chief Executive Officer of the Company. The Chief Executive Officer of Atlas Energy, L.P. is the father of the Chairman of the Board and the spouse of the Chief Executive Officer of the Company. Rent expense for the nine months ended September 30, 2012 was \$14,000.

The Bank maintains deposits for various affiliated companies totaling approximately \$47.1 million and \$88.8 million as of September 30, 2012 and December 31, 2011, respectively.

The Bank has entered into lending transactions in the ordinary course of business with directors, executive officers, principal stockholders and affiliates of such persons on the same terms as those prevailing for comparable transactions with other borrowers. At September 30, 2012, these loans were current as to principal and interest payments and did not involve more than normal risk of collectability. At September 30, 2012, loans to these related parties amounted to \$31.5 million as compared to \$32.4 million at December 31, 2011.

The Company executed security transactions through PrinceRidge, a brokerage firm in which the Company's Chairman is a principal. For the nine months ended September 30, 2012 a total of \$35.8 million of securities rated AAA by at least one rating agency were purchased from that firm at market, the market price having been confirmed by an independent security advisor. All of the securities purchased were commercial mortgage-backed securities. The Company does not pay a separate fee or commission to PrinceRidge. We do not have information as to PrinceRidge's actual profits or losses. All of the purchases were classified as available for sale.

Note 8. Fair Value Measurements

FASB ASC topic 825, Financial Instruments, requires disclosure of the estimated fair value of an entity's assets and liabilities considered to be financial instruments. For the Company, as for most financial institutions, the majority of its assets and liabilities are considered to be financial instruments. However, many of such instruments lack an available trading market as characterized by a willing buyer and willing seller engaging in an exchange transaction. Also, it is the Company's general practice and intent to hold its financial instruments to maturity whether or not categorized as "available-for-sale" and not to engage in trading or sales activities, except for certain loans. For fair value disclosure purposes, the Company utilized certain value measurement criteria required under the FASB ASC 820, Fair Value Measurements and Disclosures, and discussed below.

Estimated fair values have been determined by the Company using the best available data and an estimation methodology it believes to be suitable for each category of financial instruments. Changes in the assumptions or methodologies used to estimate fair values may materially affect the estimated amounts. Also, there may not be reasonable comparability between institutions due to the wide range of permitted assumptions and methodologies in the absence of active markets. This lack of uniformity gives rise to a high degree of subjectivity in estimating financial instrument fair values.

Cash and cash equivalents, which are comprised of cash and due from banks, our balance at the Federal Reserve Bank and federal funds sold, had recorded values of \$544.7 million and \$749.2 million as of September 30, 2012 and December 31, 2011, respectively, which approximated fair values.

The estimated fair values of investment securities are based on quoted market prices, if available, or by an estimated methodology based on management's inputs. The fair values of the Company's investment securities held-to-maturity are based on using "unobservable inputs" that are the best information available in the circumstances.

The net loan portfolio at September 30, 2012 and December 31, 2011 has been valued using the present value of discounted cash flow where market prices were not available. The discount rate used in these calculations is the estimated current market rate adjusted for credit risk. The carrying value of accrued interest approximates fair value.

The estimated fair values of demand deposits (i.e. interest-and noninterest-bearing checking accounts, savings, and certain types of demand and money market accounts are equal to the amount payable on demand at the reporting date (i.e. their carrying amounts). The fair values of securities sold under agreements to repurchase and short term borrowings are equal to their carrying amounts as they are overnight borrowings.

The fair values of certificates of deposit and subordinated debentures are estimated using a discounted cash flow calculation that applies current interest rates to discounted expected cash flows. Based upon time deposit maturities at September 30, 2012, the carrying values approximate their fair values. The carrying amount of accrued interest payable approximates its fair value (in thousands).

	September 30, 2012				
	Carrying amount	Estimated fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Cash and cash equivalents	\$544,658	\$544,658	\$544,658	\$-	\$-
Investment securities available-for-sale	634,894	634,894	3,075	631,211	608
Investment securities held-to-maturity	22,707	18,634	-	-	18,634
Federal Home Loan and Atlantic Central Bankers Bank stock	4,160	4,160	4,160	-	-
Commercial loans held for sale	7,970	7,970	-	-	7,970
Loans receivable, net	1,856,992	1,855,671	-	-	1,855,671
Demand and interest checking	2,300,025	2,300,025	2,300,025	-	-
Savings and money market	459,725	459,725	459,725	-	-
Time deposits	21,425	21,491	-	-	21,491
Subordinated debenture	13,401	9,268	-	-	9,268
Securities sold under agreements to repurchase	18,802	18,802	18,802	-	-
Accrued interest payable	100	100	100	-	-
	December 31, 2011				
	Carrying amount	Estimated fair value			
Cash and cash equivalents	\$749,174	\$749,174			
Investment securities available-for-sale	448,204	448,204			
Investment securities held-to-maturity	18,044	13,826			
Federal Home Loan and Atlantic Central Bankers Bank stock	5,088	5,088			
Loans receivable, net	1,744,828	1,718,698			
Demand and interest checking	2,192,938	2,192,938			
Savings and money market	454,343	454,343			
Time deposits	35,270	35,336			
Subordinated debenture	13,401	9,287			
Securities sold under agreements to repurchase	33,177	33,177			
Accrued interest payable	123	123			

The fair value of commitments to extend credit is estimated based on the amount of unamortized deferred loan commitment fees. The fair value of letters of credit is based on the amount of unearned fees plus the estimated cost to

terminate the letters of credit. Fair values of unrecognized financial instruments, including commitments to extend credit, and the fair value of letters of credit are considered immaterial.

In addition, FASB ASC topic 820, Fair Value Measurements and Disclosures, establishes a common definition for fair value to be applied to assets and liabilities. It clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It also establishes a framework for measuring fair value and expands disclosures concerning fair value measurements. FASB ASC topic 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Level 1 valuation is based on quoted market prices for identical assets or liabilities to which the Company has access at the measurement date. Level 2 valuation is based on other observable inputs for the asset or liability, either directly or indirectly. This includes quoted prices for similar assets in active or inactive markets, inputs other than quoted prices that are observable for the asset or liability such as yield curves, volatilities, prepayment speeds, credit risks, default rates, or inputs that are derived principally from, or corroborated through, observable market data by market-corroborated reports. Level 3 valuation is based on “unobservable inputs” which the Company believes is the best information available in the circumstances. A financial instrument’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assets measured at fair value on a recurring basis, segregated by fair value hierarchy level, are summarized below (in thousands):

	Fair value September 30, 2012	Fair Value Measurements at Reporting Date Using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investment				
U.S. Government agency securities	\$8,828	\$-	\$8,828	\$ -
Federally insured student loan securities	111,545	-	111,545	-
Obligations of states and political subdivisions	163,375	-	163,375	-
Residential mortgage-backed securities	197,158	-	197,158	-
Commercial mortgage-backed securities	102,477	-	102,477	-
Other debt securities	48,436	-	47,828	608
Other equity securities	3,075	3,075	-	-
	\$634,894	\$3,075	\$631,211	\$ 608

Fair value	Fair Value Measurements at Reporting Date Using		
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)

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December
31, 2011

Investment				
U.S. Government agency securities	\$9,285	\$-	\$9,285	\$ -
Obligations of states and political subdivisions	150,666	-	150,666	-
Residential mortgage-backed securities	193,685	-	193,685	-
Commercial mortgage-backed securities	52,061	-	52,061	-
Other debt securities	39,532	-	38,902	630
Other equity securities	2,975	2,975	-	-
	\$448,204	\$2,975	\$444,599	\$ 630

The changes in the Company's Level 3 assets are set forth below (in thousands).

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		Available-for-sale securities	December 31, 2011
	September 30, 2012			
Beginning balance	\$	630	\$	748
Transfers into level 3		-		-
Transfers out of level 3		-		-
Total gains or losses (realized/unrealized)				
Included in earnings		-		(2)
Included in other comprehensive income		15		(62)
Purchases, issuances, and settlements				
Purchases		-		-
Issuances		-		-
Sales				
Settlements		(37)		(54)
Ending balance	\$	608	\$	630

The other debt securities included in level 3 at September 30, 2012 and December 31, 2011 have been valued on the present value of cash flows, which discounts expected cash flows from principal and interest using yield to maturity at the measurement date. The discount rate used in these calculations is the estimated current market rate adjusted for credit risk.

Assets measured at fair value on a nonrecurring basis, segregated by fair value hierarchy, during the periods shown are summarized below (in thousands):

Description	Fair value September 30, 2012	Fair Value Measurements at Reporting Date Using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Impaired loans	\$29,160	\$-	\$-	\$ 29,160
Other real estate owned	3,065	-	-	3,065
	\$32,225	\$-	\$-	\$ 32,225

Description	Fair value December 31, 2011	Fair Value Measurements at Reporting Date Using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Impaired loans	\$ 17,587	\$-	\$-	\$ 17,587
Other real estate owned	7,405	-	-	7,405
	\$24,992	\$-	\$-	\$ 24,992

At September 30, 2012, impaired loans that are collateral dependent have been presented at their fair value, less costs to sell, of \$29.2 million through specific reserves and other write downs of \$10.9 million or by recording charge-offs when the carrying value exceeds the fair value. Included in the impaired balance at September 30, 2012 were troubled debt restructured loans with a balance of \$8.3 million which have specific reserves of \$4.2 million. Valuation techniques consistent with the market and/or cost approach were used to measure fair value and primarily included observable inputs for the individual impaired loans being evaluated such as recent sales of similar assets or observable market data for operational or carrying costs. In cases where such inputs were unobservable, the loan balance is reflected within the Level 3 hierarchy. The fair value of other real estate owned is based on an appraisal of the property using the market approach for valuation.

Note 9. Derivatives

The Company utilizes derivative instruments to assist in the management of interest rate sensitivity by modifying the repricing, maturity and option characteristics on commercial real estate loans held for sale. The Company entered into two interest rate swap agreements with an aggregate notional amount of \$5.9 million. These swap agreements provide for the Company to receive an adjustable rate of interest based upon the three-month London Interbank Offering Rate (LIBOR). The Company recorded expense on derivative instruments of \$14,000 for the nine months ended September 30, 2012. It recorded income of \$156,000 for the nine months ended September 30, 2012 to recognize fair value income on related commercial real estate loans held for sale. The amount payable by the Company under these swap agreements was \$14,000 at September 30, 2012.

The maturity dates, notional amounts, interest rates paid and received and fair value of the Company's remaining interest rate swap agreements as of September 30, 2012 are summarized below (in thousands):

	Notional amount	September 30, 2012		Fair value
		Interest rate paid	Interest rate received	
Maturity date				
August 1, 2022	\$2,200	1.64 %	0.44 %	\$5
September 27, 2022	3,700	1.74 %	0.36 %	(19)
Total	\$5,900			\$(14)

Note 10. Subsequent Events

The Company evaluated its September 30, 2012 financial statements for subsequent events through the date the financial statements were issued. The Company is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

Note 11. Recent Accounting Pronouncements

FASB Accounting Standards Update No. 2011-03. In April 2011, the FASB issued Standards Update (ASU) No. 2011-03, Reconsideration of Effective Control for Repurchase Agreements. This accounting standard modifies the criteria for determining when repurchase agreements would be accounted for as a secured borrowing rather than as a sale. Currently, an entity that maintains effective control over transferred financial assets must account for the transfer as a secured borrowing rather than as a sale. The provisions of ASU No. 2011-03 removes from the assessment of effective control the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee. The FASB believes that contractual rights and obligations determine effective control and that there does not need to be a requirement to assess the ability to exercise those rights. ASU No. 2011-03 does not change the other existing criteria used in the assessment of effective control. The provisions of ASU No. 2011-03 are effective prospectively for transactions, or modifications of existing transactions, that occur on or after January 1, 2012. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

FASB Accounting Standards Update No. 2011-04. In May 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. This accounting standard results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards ("IFRS"). The changes to U.S. GAAP as a result of ASU No. 2011-04 are as follows: (1) The concepts of highest and best use and valuation premise are only relevant when measuring the fair value of nonfinancial assets (that is, it does not apply to financial assets or any liabilities). (2) U.S. GAAP currently prohibits application of a blockage factor in valuing financial instruments with quoted prices in active markets. ASU No. 2011-04 extends that prohibition to all fair value measurements. (3) An exception is provided to the basic fair value measurement principles for an entity that holds a group of financial assets and financial liabilities with offsetting positions in market risks or counterparty credit risk that are managed on the basis of the entity's net exposure to either of those risks. This exception allows the entity, if certain criteria are met, to measure the fair value of the net asset or liability position in a manner consistent with how market participants would price the net risk position. (4) ASU No. 2011-04 aligns the fair value measurement of instruments classified within an entity's shareholders' equity with the guidance for liabilities. (5) Disclosure requirements have been enhanced for recurring Level 3 fair value

measurements to disclose quantitative information about unobservable inputs and assumptions used, to describe the valuation processes used by the entity, and to describe the sensitivity of fair value measurements to changes in unobservable inputs and interrelationships between those inputs. In addition, entities must report the level in the fair value hierarchy of items that are not measured at fair value in the statement of condition but whose fair value must be disclosed. The provisions of ASU No. 2011-04 are effective for the Company's interim reporting period beginning on or after December 15, 2011. The adoption of ASU No. 2011-04 did not have a material impact on the Company's consolidated financial statements.

FASB Accounting Standards Update No. 2011-05. In June 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-05 Presentation of Comprehensive Income. This accounting standard allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The statement(s) are required to be presented with equal prominence as the other primary financial statements. ASU No. 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity but does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The provisions of ASU No. 2011-05 are effective for the Company's interim reporting period beginning on or after December 15, 2011, with retrospective application required. The adoption of ASU No. 2011-05 resulted in the addition of a statement of comprehensive income, but did not otherwise have a material impact on the Company's consolidated financial statements.

Part I - Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

Forward-Looking Statements

When used in this Form 10-Q, the words "believes" "anticipates" "expects" and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties more particularly described in Item 1A, under the caption "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2011 and in other of our public filings with the Securities and Exchange Commission. These risks and uncertainties could cause actual results to differ materially from those expressed or implied in this Form 10-Q. We caution readers not place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly revise or update these forward-looking statements to reflect events or circumstances after the date of this report except as required by applicable law.

In the following discussion we provide information about our results of operations, financial condition, liquidity and asset quality. We intend that this information facilitate your understanding and assessment of significant changes and trends related to our financial condition and results of operations. You should read this section in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operation" included in our Annual Report on Form 10-K for the year ended December 31, 2011.

Overview

We are a Delaware financial holding company with a wholly owned subsidiary, The Bancorp Bank, which we refer to as the Bank. Through the Bank, we provide a wide range of commercial and retail banking services and related banking services, which include private label banking, healthcare accounts, prepaid and debit cards, and merchant card processing to both regional and national markets.

Regionally, we focus on providing our banking services directly to retail and commercial customers in the Philadelphia-Wilmington metropolitan area, consisting of the 12 counties surrounding Philadelphia, Pennsylvania and Wilmington, Delaware including Philadelphia, Delaware, Chester, Montgomery, Bucks and Lehigh Counties in Pennsylvania, New Castle County in Delaware and Mercer, Burlington, Camden, Ocean and Cape May Counties in New Jersey. We believe that changes over the past ten years in this market have created an underserved base of small and middle-market businesses and high net worth individuals that are interested in banking with a company headquartered in and with decision-making authority based in, the Philadelphia-Wilmington area. We believe that our presence in the area provides us with insights as to the local market and, as a result, with the ability to tailor our products and services, and especially the structure of our loans, more closely to the needs of our targeted customers. We seek to develop overall banking relationships with our targeted customers so that our lending operations serve as a generator of deposits and our deposit relationships serve as a source of loan assets. We believe that our regional presence also allows us to oversee and further develop our existing customer relationships.

Nationally, we focus on providing our services to organizations with a pre-existing customer base who can use one or more selected banking services tailored to support or complement the services provided by these organizations to their customers. These services include private label banking; credit and debit card processing for merchants affiliated with independent service organizations; healthcare savings accounts for healthcare providers and third-party plan administrators; and prepaid cards, also known as stored value cards, for insurers, incentive plans, large retail chains and consumer service organizations. We typically provide these services under the name and through the facilities of each organization with whom we develop a relationship. We refer to this, generally, as affinity group banking. Our private label banking, merchant processing, healthcare accounts and prepaid card programs are a source of fee income

and low-cost deposits.

Critical Accounting Policies and Estimates

Our accounting and reporting policies conform with accounting principles generally accepted in the United States and general practices within the financial services industry. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates. We believe that the determination of our allowance for loan and lease losses, our determination of the fair value of financial instruments, and income tax involve a higher degree of judgment and complexity than our other significant accounting policies.

We determine our allowance for loan and lease losses with the objective of maintaining a reserve level we believe to be sufficient to absorb our estimated probable credit losses. We base our determination of the adequacy of the allowance on periodic evaluations of our loan portfolio and other relevant factors. However, this evaluation is inherently subjective as it requires material estimates, including, among others, expected default probabilities, the amount of loss we may incur on a defaulted loan, expected commitment usage, the amounts and timing of expected future cash flows on impaired loans, value of collateral, estimated losses on consumer loans and residential mortgages, and general amounts for historical loss experience. We also evaluate economic conditions and uncertainties in estimating losses and inherent risks in our loan portfolio. To the extent actual outcomes differ from our estimates, we may need additional provisions for loan losses. Any such additional provisions for loan losses will be a direct charge to our earnings. See "Allowance for Loan and Lease Losses".

The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. We estimate the fair value of a financial instrument using a variety of valuation methods. Where financial instruments are actively traded and have quoted market prices, quoted market prices are used for fair value. When the financial instruments are not actively traded, other observable market inputs, such as quoted prices of securities with similar characteristics, may be used, if available, to determine fair value. When observable market prices do not exist, we estimate fair value. Our valuation methods and inputs consider factors such as types of underlying assets or liabilities, rates of estimated credit losses, interest rate or discount rate and collateral. Our best estimate of fair value involves assumptions including, but not limited to, various performance indicators, such as historical and projected default and recovery rates, credit ratings, current delinquency rates, loan-to value ratios and the possibility of obligor refinancing.

At the end of each quarter, we assess the valuation hierarchy for each asset or liability measured. From time to time, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs to measure fair value at the measurement date. Transfers into or out of hierarchy levels are based upon the fair value at the beginning of the reporting period.

We periodically review our investment portfolio to determine whether unrealized losses on securities are temporary, based on evaluations of the creditworthiness of the issuers or guarantors, and underlying collateral, as applicable. In addition, we consider the continuing performance of the securities. We recognize credit losses through the income statement. If management believes market value losses are temporary and that we have the ability and intention to hold those securities to maturity, we recognize the reduction in other comprehensive income, through equity.

We account for our stock-based compensation plans based on the fair value of the awards made, which include stock options, restricted stock, and performance based shares. To assess the fair value of the awards made, management makes assumptions as to expected stock price volatility, option terms, forfeiture rates and dividend rates. All of these estimates and assumptions may be susceptible to significant change that may impact earnings in future periods.

We account for income taxes under the liability method whereby we determine deferred tax assets and liabilities based on the difference between the carrying values on our financial statements and the tax basis of assets and liabilities as measured by the enacted tax rates which will be in effect when these differences reverse. Deferred tax expense (benefit) is the result of changes in deferred tax assets and liabilities.

Results of Operations

Third quarter 2012 to third quarter 2011

Net Income: Net income for the third quarter of 2012 was \$3.6 million, compared to \$2.3 million for the third quarter of 2011. The \$1.3 million, or 56.0% increase, reflected a \$2.0 million increase in net interest income and a \$4.5 million increase in non-interest income (excluding security gains) which were partially offset by a \$4.1 million increase in non-interest expense. Non-interest income (excluding security gains) increased to \$11.1 million in third quarter 2012 from \$6.7 million in third quarter 2011, primarily due to increases in prepaid card fees, which reflected an increased volume of accounts and related transaction fees. Other non-interest income categories increased as a result of both an increased volume of transactions and increased service charges on certain health savings accounts. Net interest income increased to \$21.6 million primarily as a result of higher loan and investment security interest. The provision for loan and lease losses increased \$521,000 in third quarter 2012, compared to third quarter 2011. Diluted earnings per share were \$0.11 in third quarter 2012 compared to \$0.07 in the third quarter of 2011. Return on average assets was 0.46% and return on average equity was 4.97% for the third quarter of 2012, as compared to 0.33% and 3.43%, respectively, for the third quarter of 2011.

Net Interest Income: Our net interest income for third quarter 2012 increased to \$21.6 million, an increase of \$2.0 million or 10.0% from \$19.6 million in third quarter 2011. Our interest income for third quarter 2012 increased to \$24.4 million, an increase of \$1.7 million or 7.4% from \$22.7 million for third quarter 2011. The increase in interest income resulted primarily from higher balances of investment securities and loans. Investment security balances have been trending higher to levels more consistent with our peer ratios for securities to average assets. Our average investment securities increased to \$625.3 million for third quarter 2012 from \$384.8 million for third quarter 2011, while related interest income increased \$833,000. Our average loans and leases increased to \$1.84 billion for third quarter 2012 from \$1.70 billion for third quarter 2011, while related interest income increased \$776,000.

Our net interest margin (calculated by dividing net interest income by average interest earning assets) for third quarter 2012 decreased to 2.90% from 3.15% in third quarter of 2011, a decrease of 25 basis points. The decrease in the net interest margin resulted primarily from lower yields on interest earning assets. Such deposits were invested at the Federal Reserve Bank for liquidity purposes, but bore interest at only 25 basis points. Federal Reserve Bank deposits are included in interest earning deposits in the balance sheet, thereby lowering the net interest margin. In third quarter 2012, the average yield on our loans decreased to 4.30% from 4.47% for third quarter 2011, a decrease of 17 basis points. This decrease was partially offset by an 8 basis point decrease in the cost of our deposits to 0.37% from 0.45%. Yields on taxable investment securities were lower at 2.70% compared to 3.47%, respectively, a decrease of 77 basis points. The lower yield reflected new purchases with shorter average lives or earlier repricing periods which typically have lower yields and lower market rates on such purchases. Average interest earning deposits increased \$114.4 million to \$570.7 million in third quarter 2012 from \$456.3 million in third quarter 2011, reflecting continued deposit growth. These funds earn interest at a rate of 25 basis points which lowers our asset yield and net interest margin. The interest cost of total deposits and interest bearing liabilities amounted to 0.40% for third quarter 2012 compared to 0.50% in third quarter 2011. The decrease is the result of continuing decreases in both our deposit rates due to the decrease in market interest rates, as well as changes in the mix of our deposits reflecting increases in demand and interest checking deposits. In third quarter 2012, average demand and interest checking deposits amounted to \$2.30 billion, compared to \$2.08 billion in third quarter 2011. Deposit growth continued in wealth management, health savings, merchant processing and prepaid cards. In third quarter 2012, average deposits amounted to \$2.76 billion, compared to \$2.46 billion in third quarter 2011.

Average Daily Balances. The following table presents the average daily balances of assets, liabilities and stockholders' equity and the respective interest earned or paid on interest earning assets and interest-bearing liabilities, as well as average rates, for the periods indicated:

	Three months ended September 30,						
	2012			2011			
	Average Balance	Interest (dollars in thousands)	Average Rate	Average Balance	Interest (dollars in thousands)	Average Rate	
Assets:							
Interest earning assets:							
Loans net of unearned discount							
**	\$1,827,348	\$19,646	4.30 %	\$1,693,500	\$18,927	4.47 %	
Leases - bank qualified*	15,012	217	5.78 %	5,328	128	9.61 %	
Investment securities-taxable	519,377	3,507	2.70 %	314,800	2,732	3.47 %	
Investment securities-nontaxable*	105,918	1,091	4.12 %	70,049	1,003	5.73 %	
	570,667	356	0.25 %	456,260	296	0.26 %	

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Interest earning deposits at Federal Reserve Bank									
Net interest earning assets	3,038,322	24,817	3.27	%	2,539,937	23,086	3.64	%	
Allowance for loan and lease losses	(32,385)				(28,415)				
Other assets	78,241				258,610				
	\$3,084,178				\$2,770,132				
Liabilities and shareholders' equity:									
Deposits:									
Demand and interest checking	\$2,296,193	\$1,884	0.33	%	\$2,078,118	\$1,993	0.38	%	
Savings and money market	436,484	574	0.53	%	354,189	696	0.79	%	
Time	24,042	98	1.63	%	29,690	94	1.27	%	
Total deposits	2,756,719	2,556	0.37	%	2,461,997	2,783	0.45	%	
Repurchase agreements	20,489	24	0.47	%	23,271	96	1.65	%	
Subordinated debt	13,401	218	6.51	%	13,401	216	6.45	%	
Total deposits and interest bearing liabilities	2,790,609	2,798	0.40	%	2,498,669	3,095	0.50	%	

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Other liabilities	8,462	7,757
Total liabilities	2,799,071	2,506,426
Shareholders' equity	285,107	263,706
	\$3,084,178	\$2,770,132
Net interest income on tax equivalent basis *	\$22,019	\$19,991