

SB FINANCIAL GROUP, INC.  
Form 10-Q  
May 14, 2013

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

FORM 10-Q

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

For the quarterly period ended March 31, 2013

OR

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

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

Commission file number 0-13507

SB FINANCIAL GROUP, INC.

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(Exact name of registrant as specified in its charter)

|   |                                      |
|---|--------------------------------------|
| Ohio  | 34-1395608                           |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer Identification No.) |

401 Clinton Street, Defiance, Ohio 43512

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(Address of principal executive offices)  
(Zip Code)

(419) 783-8950

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(Registrant's telephone number, including area code)

RURBAN FINANCIAL CORP.

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(Former name, former address and former fiscal year, if changed since last report.)

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

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. Large Accelerate Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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

|   |   |
|---|---|
| Common Shares, without par value<br>(class) | 4,866,629 shares<br>(Outstanding at May 14, 2013) |
|---|---|

SB FINANCIAL GROUP, INC.

FORM 10-Q

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

SB Financial Group, Inc.  
Condensed Consolidated Balance Sheets  
March 31, 2013 and December 31, 2012

| (\$ in Thousands)                            | March<br>2013<br>(unaudited) | December<br>2012 |
|--|------------------------------|------------------|
| <b>ASSETS</b>                                |                              |                  |
| Cash and due from banks                      | \$28,031                     | 19,144           |
| Securities available for sale, at fair value | 98,390                       | 98,702           |
| Other securities - FRB and FHLB Stock        | 3,748                        | 3,748            |
| Total investment securities                  | 102,138                      | 102,450          |
| Loans held for sale                          | 8,560                        | 6,147            |
| Loans, net of unearned income                | 455,443                      | 463,389          |
| Allowance for loan losses                    | (6,992 )                     | (6,811 )         |
| Net loans                                    | 448,451                      | 456,578          |
| Premises and equipment, net                  | 12,738                       | 12,633           |
| Purchased software                           | 300                          | 330              |
| Cash surrender value of life insurance       | 12,659                       | 12,577           |
| Goodwill                                     | 16,353                       | 16,353           |
| Core deposits and other intangibles          | 1,066                        | 1,219            |
| Foreclosed assets held for sale, net         | 2,270                        | 2,367            |
| Mortgage servicing rights                    | 4,068                        | 3,775            |
| Accrued interest receivable                  | 1,618                        | 1,235            |
| Other assets                                 | 3,048                        | 3,426            |
| Total assets                                 | \$641,300                    | 638,234          |
| <b>LIABILITIES AND EQUITY</b>                |                              |                  |
| <b>Deposits</b>                              |                              |                  |
| Non interest bearing demand                  | \$79,579                     | 77,799           |
| Interest bearing demand                      | 123,748                      | 117,289          |
| Savings                                      | 62,404                       | 57,461           |
| Money market                                 | 81,130                       | 80,381           |
| Time deposits                                | 185,398                      | 194,071          |
| Total deposits                               | 532,259                      | 527,001          |
| Notes payable                                | 1,424                        | 1,702            |
| Advances from Federal Home Loan Bank         | 17,500                       | 21,000           |
| Repurchase agreements                        | 10,983                       | 10,333           |
| Trust preferred securities                   | 20,620                       | 20,620           |
| Accrued interest payable                     | 515                          | 138              |

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|  |           |          |
|--|-----------|----------|
| Other liabilities                                  | 3,704     | 4,156    |
| Total liabilities                                  | 587,005   | 584,950  |
| Equity   |           |          |
| Preferred stock                                    | -         | -        |
| Common stock                                       | 12,569    | 12,569   |
| Additional paid-in capital                         | 15,381    | 15,374   |
| Retained earnings                                  | 26,476    | 25,280   |
| Accumulated other comprehensive income             | 1,623     | 1,830    |
| Treasury stock, at cost (163,304 , 165,654 shares) | (1,754 )  | (1,769 ) |
| Total equity                                       | 54,295    | 53,284   |
| Total liabilities and equity                       | \$641,300 | 638,234  |

See notes to condensed consolidated financial statements (unaudited)

Note: The balance sheet at December 31, 2012 has been derived from the audited consolidated financial statements at that date

SB Financial Group, Inc.  
Condensed Consolidated Statements of Income (Unaudited)

| (\$ in thousands, except share data)                   | Three Months Ended |               |
|--|--------------------|---------------|
|  | March<br>2013      | March<br>2012 |
| Interest income  |                    |               |
| Loans  |                    |               |
| Taxable  | \$5,883            | \$ 5,928      |
| Nontaxable   | 24                 | 23            |
| Securities   |                    |               |
| Taxable  | 330                | 399           |
| Nontaxable   | 170                | 147           |
| Total interest income                                  | 6,407              | 6,497         |
| Interest expense                                       |                    |               |
| Deposits   | 606                | 854           |
| Other borrowings                                       | 14                 | 34            |
| Repurchase Agreements                                  | 2                  | 68            |
| Federal Home Loan Bank advances                        | 90                 | 74            |
| Trust preferred securities                             | 403                | 592           |
| Total interest expense                                 | 1,115              | 1,622         |
| Net interest income                                    | 5,292              | 4,875         |
| Provision for loan losses                              | 299                | 450           |
| Net interest income after provision<br>for loan losses | 4,993              | 4,425         |
| Noninterest income                                     |                    |               |
| Data service fees                                      | 414                | 643           |
| Trust fees   | 643                | 642           |
| Customer service fees                                  | 616                | 631           |
| Gain on sale of mtg. loans & OMSR's                    | 1,484              | 1,181         |
| Mortgage loan servicing fees, net                      | 179                | 329           |
| Gain on sale of non-mortgage loans                     | 156                | -             |
| Net gain on sales of securities                        | 20                 | -             |
| Loss on sale or disposal of assets                     | (105 )             | (56 )         |
| Other income   | 160                | 211           |
| Total non-interest income                              | 3,567              | 3,581         |
| Noninterest expense                                    |                    |               |
| Salaries and employee benefits                         | 3,439              | 3,499         |
| Net occupancy expense                                  | 518                | 548           |
| Equipment expense                                      | 755                | 711           |
| FDIC insurance expense                                 | 132                | 214           |
| Data processing fees                                   | 77                 | 113           |
| Professional fees                                      | 429                | 385           |
| Marketing expense                                      | 108                | 90            |

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|                                       |          |         |
|---------------------------------------|----------|---------|
| Printing and office supplies          | 46       | 78      |
| Telephone and communication           | 158      | 144     |
| Postage and delivery expense          | 215      | 229     |
| State, local and other taxes          | 134      | 120     |
| Employee expense                      | 152      | 106     |
| Other intangible amortization expense | 153      | 157     |
| OREO Impairment                       | 33       | -       |
| Other expenses                        | 321      | 282     |
| Total non-interest expense            | 6,670    | 6,676   |
| Income before income tax expense      | 1,890    | 1,330   |
| Income tax expense                    | 572      | 358     |
| Net income                            | \$ 1,318 | \$ 972  |
| Common share data:                    |          |         |
| Basic earnings per common share       | \$0.27   | \$ 0.20 |
| Diluted earnings per common share     | \$0.27   | \$ 0.20 |

See notes to condensed consolidated financial statements (unaudited)

SB Financial Group, Inc.  
Consolidated Statements of Comprehensive Income (unaudited)

| (\$'s in thousands)  | Three Months Ended Mar. |             |
|--|-------------------------|-------------|
|  | 2013                    | 31,<br>2012 |
| Net income   | \$1,318                 | \$972       |
| Other comprehensive (loss) income:                             |                         |             |
| Available-for-sale investment securities:                      |                         |             |
| Gross unrealized holding gains arising in the period           | (294 )                  | 162         |
| Related tax expense  | 100                     | (55 )       |
| Less: reclassification adjustment for gains realized in income | (20 )                   | -           |
| Related tax expense  | 7                       | -           |
| Net effect on other comprehensive (loss) income                | (207 )                  | 107         |
| Total comprehensive income                                     | \$1,111                 | \$1,079     |

SB Financial Group, Inc.  
Condensed Consolidated Statements of Changes in Stockholders Equity (Unaudited)

| (\$'s in thousands)                         | Preferred<br>Stock | Common<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Treasury<br>Stock | Total    |
|---|--------------------|-----------------|----------------------------------|----------------------|---|-------------------|----------|
|   |                    |                 |                                  |                      |   |                   |          |
| Balance, January 1, 2013                    | \$-                | \$12,569        | \$15,374                         | \$25,280             | \$1,830   | \$(1,769 )        | \$53,284 |
| Net Income                                  |                    |                 |                                  | 1,318                |   |                   | 1,318    |
| Other Comprehensive Income                  |                    |                 |                                  |                      | (207 )  |                   | (207 )   |
| Dividends on Common Stk., \$0.025 per share |                    |                 |                                  | (122 )               |   |                   | (122 )   |
| Stock options exercised                     |                    |                 | (5 )                             |                      |   | 15                | 10       |
| Expense of stock option plan                |                    |                 | 12                               |                      |   |                   | 12       |
| Balance, March 31, 2013                     | \$-                | \$12,569        | \$15,381                         | \$26,476             | \$1,623   | \$(1,754 )        | \$54,295 |
| Balance, January 1, 2012                    | \$-                | \$12,569        | \$15,323                         | \$20,466             | \$1,343   | \$(1,769 )        | \$47,932 |
| Net Income                                  |                    |                 |                                  | 972                  |   |                   | 972      |
| Other Comprehensive Income                  |                    |                 |                                  |                      | 107   |                   | 107      |



|                              |  |  |    |  |  |  |  |    |
|------------------------------|--|--|----|--|--|--|--|----|
| Expense of stock option plan |  |  | 15 |  |  |  |  | 15 |
|------------------------------|--|--|----|--|--|--|--|----|

|                         |     |          |          |          |         |          |   |          |
|-------------------------|-----|----------|----------|----------|---------|----------|---|----------|
| Balance, March 31, 2012 | \$- | \$12,569 | \$15,338 | \$21,438 | \$1,450 | \$(1,769 | ) | \$49,026 |
|-------------------------|-----|----------|----------|----------|---------|----------|---|----------|

See notes to condensed consolidated financial statements (unaudited)

SB Financial Group, Inc.  
Condensed Consolidated Statements of Cash Flows (Unaudited)

| (\$'s in thousands)   | Three Months Ended Mar. |                 |
|---|-------------------------|-----------------|
|   | 2013                    | 2012            |
| <b>Operating Activities</b>   |                         |                 |
| Net Income  | \$1,318                 | \$972           |
| <b>Items (using)/providing cash</b>   |                         |                 |
| Depreciation and amortization   | 287                     | 334             |
| Provision for loan losses   | 299                     | 450             |
| Expense of share-based compensation plan  | 12                      | 15              |
| Amortization of premiums and discounts on securities                                  | 273                     | 368             |
| Amortization of intangible assets   | 153                     | 157             |
| Amortization of originated mortgage servicing rights                                  | 330                     | 349             |
| Recapture of originated mortgage servicing rights impairment                          | (171 )                  | (419 )          |
| Proceeds from sale of loans held for sale   | 73,868                  | 62,897          |
| Originations of loans held for sale   | (71,967 )               | (68,331 )       |
| Gain from sale of loans   | (1,640 )                | (1,181 )        |
| Gain on sales of available for sale securities  | (20 )                   | -               |
| Loss on sale of foreclosed assets   | 65                      | 15              |
| Income from bank owned life insurance   | (82 )                   | (88 )           |
| OREO impairment   | 33                      | -               |
| <b>Changes in</b>   |                         |                 |
| Interest receivable   | (383 )                  | (167 )          |
| Other assets  | (2,983 )                | 610             |
| Interest payable and other liabilities  | (197 )                  | (68 )           |
| <b>Net cash used in operating activities</b>  | <b>(805 )</b>           | <b>(4,087 )</b> |
| <b>Investing Activities</b>   |                         |                 |
| Purchase of available-for-sale securities   | (11,233 )               | (11,295 )       |
| Purchase of Federal Home Loan Bank stock  | -                       | -               |
| Proceeds from maturities of available-for-sale securities                             | 9,723                   | 12,463          |
| Proceeds from sales of available-for-sale securities                                  | 1,235                   | -               |
| Net change in loans   | 7,450                   | 2,432           |
| Purchase of premises and equipment and software                                       | -                       | (771 )          |
| Proceeds from sales or disposal of premises and equipment                             | -                       | 701             |
| Proceeds from sale of foreclosed assets   | 377                     | 27              |
| <b>Net cash provided by investing activities</b>                                      | <b>7,552</b>            | <b>3,557</b>    |
| <b>Financing Activities</b>   |                         |                 |
| Net increase in demand deposits, money market, interest checking and savings accounts | 13,931                  | 28,055          |
| Net decrease in certificates of deposit   | (8,673 )                | (11,328 )       |
| Net increase (decrease) in securities sold under agreements to repurchase             | 650                     | (1,008 )        |
| Repayment of Federal Home Loan Bank advances  | (3,500 )                | (165 )          |
| Proceeds from stock options exercised   | 10                      | -               |

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|  |          |          |
|--|----------|----------|
| Repayment of notes payable                   | (278 )   | (269 )   |
| Net cash provided by financing activities    | 2,140    | 15,285   |
| Increase in Cash and Cash Equivalents        | 8,887    | 14,756   |
| Cash and Cash Equivalents, Beginning of Year | 19,144   | 14,846   |
| Cash and Cash Equivalents, End of Period     | \$28,031 | \$29,602 |
| Supplemental Cash Flows Information          |          |          |
| Interest paid                                | \$738    | \$1,020  |
| Income taxes paid (refunded)                 | \$50     | \$-      |
| Transfer of loans to foreclosed assets       | \$378    | \$14     |
| Dividends Payable                            | \$122    | \$-      |

See notes to condensed consolidated financial statements (unaudited)

SB FINANCIAL GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE A—BASIS OF PRESENTATION

The Company changed the name of its holding company from Rurban Financial Corp., to SB Financial Group, Inc. This change occurred on April 18, 2013. The change in name was linked to a rebranding of all of the Company's financial activities under the State Bank brand.

SB Financial Group, Inc. (the "Company") is a bank holding company whose principal activity is the ownership and management of its wholly-owned subsidiaries, The State Bank and Trust Company ("State Bank"), RFCBC, Inc. ("RFCBC"), Rurbanc Data Services, Inc. dba RDSI Banking Systems ("RDSI"), Rurban Statutory Trust I ("RST I"), and Rurban Statutory Trust II ("RST II"). State Bank owns all the outstanding stock of Rurban Mortgage Company ("RMC"), Rurban Investments, Inc. ("RII") and State Bank Insurance, LLC ("SBI").

The consolidated financial statements include the accounts of the Company, State Bank, RFCBC, RDSI, RMC, RII, and SBI. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. The financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly present the financial position, results of operations and cash flows of the Company. Those adjustments consist only of normal recurring adjustments. Results of operations for the three months ended March 31, 2013, are not necessarily indicative of results for the complete year.

The condensed consolidated balance sheet of the Company as of December 31, 2012 has been derived from the audited consolidated balance sheet of the Company as of that date.

For further information, refer to the consolidated financial statements and footnotes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

NOTE B—EARNINGS PER SHARE

Earnings per share (EPS) have been computed based on the weighted average number of shares outstanding during the periods presented. For the period ended March 31, 2013, share based awards totaling 151,899 common shares were not considered in computing diluted EPS as they were anti-dilutive. For the period ended March 31, 2012, share based awards totaling 303,974 common shares were not considered in computing diluted EPS as they were anti-dilutive. The average number of shares used in the computation of basic and diluted earnings per share were:

| (shares in thousands)      | Three Months Ended |       |
|----------------------------|--------------------|-------|
|                            | March 31,          |       |
|                            | 2013               | 2012  |
| Basic earnings per share   | 4,863              | 4,862 |
| Diluted earnings per share | 4,870              | 4,862 |

## NOTE C - SECURITIES

The amortized cost and appropriate fair values, together with gross unrealized gains and losses, of securities at March 31, 2013 and December 31, 2012 are as follows:

(\$'s in thousands)

|                                       | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Approximate<br>Fair Value |
|---------------------------------------|-------------------|------------------------------|-------------------------------|---------------------------|
| Available-for-Sale Securities:        |                   |                              |                               |                           |
| March 31, 2013:                       |                   |                              |                               |                           |
| U.S. Treasury and Government agencies | \$16,583          | \$212                        | \$-                           | \$ 16,795                 |
| Mortgage-backed securities            | 59,714            | 1,043                        | (48 )                         | 60,709                    |
| State and political subdivisions      | 16,734            | 1,269                        | (17 )                         | 17,986                    |
| Money Market Mutual Fund              | 2,877             | -                            | -                             | 2,877                     |
| Equity securities                     | 23                | -                            | -                             | 23                        |
|                                       | \$95,931          | \$2,524                      | \$(65 )                       | \$ 98,390                 |

(\$'s in thousands)

|                                       | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair Value |
|---------------------------------------|-------------------|------------------------------|-------------------------------|------------|
| Available-for-Sale Securities:        |                   |                              |                               |            |
| December 31, 2012:                    |                   |                              |                               |            |
| U.S. Treasury and Government agencies | \$14,301          | \$210                        | \$-                           | \$14,511   |
| Mortgage-backed securities            | 62,661            | 1,136                        | (33 )                         | 63,764     |
| State and political subdivisions      | 16,789            | 1,462                        | (2 )                          | 18,249     |
| Money Market Mutual Fund              | 2,155             | -                            | -                             | 2,155      |
| Equity securities                     | 23                | -                            | -                             | 23         |
|                                       | \$95,929          | \$2,808                      | \$(35 )                       | \$98,702   |

The amortized cost and fair value of securities available for sale at March 31, 2013, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(\$'s in thousands)

|   | Amortized<br>Cost | Available for Sale<br>Fair<br>Value |
|---|-------------------|-------------------------------------|
| March 31, 2013:   |                   |                                     |
| Within one year   | \$1,026           | \$1,041                             |
| Due after one year through five years                                     | 3,996             | 4,058                               |
| Due after five years through ten years                                    | 11,623            | 12,024                              |
| Due after ten years   | 16,672            | 17,658                              |
|   | 33,317            | 34,781                              |
| Mortgage-backed securities, money market mutual funds & equity securities | 62,614            | 63,609                              |
| Totals  | \$95,931          | \$98,390                            |

The fair value of securities pledged as collateral, to secure public deposits and for other purposes, was \$52.6 million at March 31, 2013 and \$49.8 million at December 31, 2012. The fair value of securities delivered for repurchase agreements was \$16.3 million at March 31, 2013 and \$16.2 million at December 31, 2012.

Gross gains of \$0.02 million resulting from sales of available-for-sale securities, were realized during the three month period ending March 31, 2013. The \$0.02 million gain on sale is a reclassification from accumulated other comprehensive income and is included in the net gain on sales of securities. The related \$0.007 million tax benefit is a reclassification from accumulated other comprehensive income and is included in the income tax expense line item in the income statement. There were no realized gains or losses from sales of available-for-sale securities for the three month period ending March 31, 2012.

Certain investments in debt securities are reported in the financial statements at an amount less than their historical cost. Total fair value of these investments was \$11.2 million at March 31, 2013, and \$6.02 million at December 31, 2012, which was approximately 11.4 and 6.1 percent, respectively, of the Company's available-for-sale investment portfolio at such dates. Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information and information obtained from regulatory filings, management believes the declines in fair value for these securities are temporary. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

Securities with unrealized losses, aggregated by investment class and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2013 and December 31, 2012 are as follows:

| (\$ in thousands)                | Less than 12 Months |                   | 12 Months or Longer |                   | Total      |                   |
|----------------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|                                  | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| March 31, 2013                   |                     |                   |                     |                   |            |                   |
| Available-for-Sale Securities:   |                     |                   |                     |                   |            |                   |
| Mortgage-backed securities       | \$9,514             | \$(48 )           | \$-                 | \$-               | \$9,514    | \$(48 )           |
| State and political subdivisions | 1,462               | (17 )             | 251                 | -                 | 1,713      | (17 )             |
|                                  | \$10,976            | \$(65 )           | \$251               | \$-               | \$11,227   | \$(65 )           |

| (\$ in thousands)                | Less than 12 Months |                   | 12 Months or Longer |                   | Total      |                   |
|----------------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|                                  | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2012                |                     |                   |                     |                   |            |                   |
| Available-for-Sale Securities:   |                     |                   |                     |                   |            |                   |
| Mortgage-backed securities       | \$5,202             | \$(33 )           | \$342               | \$-               | \$5,544    | \$(33 )           |
| State and political subdivisions | 229                 | (1 )              | 251                 | (1 )              | 480        | (2 )              |
|                                  | \$5,431             | \$(34 )           | \$593               | \$(1 )            | \$6,024    | \$(35 )           |

The total unrealized losses on the mortgage-backed securities portfolio, all of which are residential mortgage-backed securities, are derived mainly from two private label senior tranche CMO securities. Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concern warrants such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent of the Company to not sell the investment and whether it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost. Management has determined there is no other-than-temporary-impairment on these CMO securities.

#### NOTE D – LOANS AND ALLOWANCE FOR LOAN LOSSES

Loans that management has the intent and ability to hold for the foreseeable future, or until maturity or payoffs, are reported at their outstanding principal balances adjusted for any charge-offs, the allowance for loan losses, any deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans. Interest income is reported on the interest method and includes amortization of net deferred loan fees and costs over the loan term. Generally, all loan classes are placed on non-accrual status not later than 90 days past due, unless the loan is well-secured and in the process of collection. All interest accrued, but not collected for loans that are placed on non-accrual or charged-off, is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the non-collectability of a loan balance is probable. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as new information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers nonclassified loans and is based on historical charge-off experience and expected loss given default derived from the Company's internal risk rating process. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected on the historical loss or risk rating data.

A loan is considered impaired when, based on current information and events, it is probable that State Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration each of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial, agricultural, and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.



When State Bank moves a loan to non-accrual status, total unpaid interest accrued to date is reversed from income. Subsequent payments are applied to the outstanding principal balance with the interest portion of the payment recorded on the balance sheet as a contra-loan. Interest received on impaired loans may be realized once all contractual principal amounts are received or when a borrower establishes a history of six consecutive timely principal and interest payments. It is at the discretion of management to determine when a loan is placed back on accrual status upon receipt of six consecutive timely payments.

Large groups of smaller balance homogenous loans are collectively evaluated for impairment. Accordingly, State Bank does not separately identify individual consumer and residential loans for impairment measurements, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

Categories of loans at March 31, 2013 and December 31, 2012 include:

| (\$ in thousands)                                 | Total Loans |            | Non-Accrual Loans |           | Non-Accrual Percentage |           |        |
|---|-------------|------------|-------------------|-----------|------------------------|-----------|--------|
|   | Mar. 2013   | Dec. 2012  | Mar. 2013         | Dec. 2012 | Mar. 2013              | Dec. 2012 |        |
| Commercial  | \$80,694    | \$81,767   | 1,135             | 1,246     | 1.41                   | %         | 1.52 % |
| Commercial real estate                            | 199,615     | 201,392    | 457               | 782       | 0.23                   | %         | 0.39 % |
| Agricultural                                      | 37,950      | 42,276     | -                 | -         | 0.00                   | %         | 0.00 % |
| Residential real estate                           | 89,669      | 87,859     | 2,614             | 2,631     | 2.92                   | %         | 2.99 % |
| Consumer  | 47,640      | 50,223     | 605               | 646       | 1.27                   | %         | 1.29 % |
| Leasing   | 138         | 148        | -                 | -         | 0.00                   | %         | 0.00 % |
| Total loans                                       | 455,706     | 463,665    | \$4,811           | \$5,305   | 1.06                   | %         | 1.14 % |
| Less  |             |            |                   |           |                        |           |        |
| Net deferred loan fees,<br>premiums and discounts | (263 )      | (276 )     |                   |           |                        |           |        |
| Loans, net of unearned income                     | \$455,443   | \$463,389  |                   |           |                        |           |        |
| Allowance for loan losses                         | \$(6,992 )  | \$(6,811 ) |                   |           |                        |           |        |

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The following tables present the activity in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of March 31, 2013, December 31, 2012 and March 31, 2012.

| For the Period Ended<br>March 31,<br>2013<br>(\$'s in<br>thousands) | Commercial                    |                      |                               |                               |                                 |        | Other | Unallocated | Total      |
|---|-------------------------------|----------------------|-------------------------------|-------------------------------|---------------------------------|--------|-------|-------------|------------|
|   | Commercial<br>&<br>Industrial | RE &<br>Construction | Agricultural<br>&<br>Farmland | Residential<br>Real<br>Estate | Home<br>Equity<br>&<br>Consumer |        |       |             |            |
| Allowance for loan losses:  |                               |                      |                               |                               |                                 |        |       |             |            |
| Beginning balance   | \$ 1,561                      | \$ 3,034             | \$ 186                        | \$ 1,088                      | \$ 839                          | \$ 103 | \$ -  | \$ -        | \$ 6,811   |
| Charge Offs   | -                             | (5 )                 | -                             | -                             | (131 )                          | -      | -     | -           | (136 )     |
| Recoveries  | 3                             | 13                   | 1                             | -                             | 1                               | -      | -     | -           | 18         |
| Provision   | (84 )                         | 224                  | (8 )                          | 22                            | 136                             | \$ 9   | -     | -           | 299        |
| Ending Balance  | \$ 1,480                      | \$ 3,266             | \$ 179                        | \$ 1,110                      | \$ 845                          | \$ 112 | \$ -  | \$ -        | \$ 6,992   |
| Ending balance:<br>individually<br>evaluated for<br>impairment      | \$ 397                        | \$ 52                | \$ -                          | \$ 367                        | \$ 203                          |        |       |             | \$ 1,019   |
| Ending balance:<br>collectively<br>evaluated for<br>impairment      | \$ 1,083                      | \$ 3,214             | \$ 179                        | \$ 743                        | \$ 642                          | \$ 112 | \$ -  | \$ -        | \$ 5,973   |
| Loans:  |                               |                      |                               |                               |                                 |        |       |             |            |
| Ending balance:<br>individually<br>evaluated for<br>impairment      | \$ 1,121                      | \$ 395               | \$ -                          | \$ 2,585                      | \$ 636                          |        |       |             | \$ 4,737   |
| Ending balance:<br>collectively<br>evaluated for<br>impairment      | \$ 79,573                     | \$ 199,220           | \$ 37,950                     | \$ 87,084                     | \$ 47,004                       | \$ 138 | \$ -  | \$ -        | \$ 450,969 |
| For the Year Ended December 31, 2012                                |                               |                      |                               |                               |                                 |        |       |             |            |
| (\$'s in thousands)   | Commercial                    |                      |                               |                               |                                 |        | Other | Unallocated | Total      |
|   | Commercial<br>&<br>Industrial | RE &<br>Construction | Agricultural<br>&<br>Farmland | Residential<br>Real<br>Estate | Home<br>Equity<br>&<br>Consumer |        |       |             |            |
| Ending balance:   |                               |                      |                               |                               |                                 |        |       |             |            |

|  |           |            |           |           |           |       |         |           |
|--|-----------|------------|-----------|-----------|-----------|-------|---------|-----------|
| individually<br>evaluated for<br>impairment                    | \$ 485    | \$ 55      | \$ -      | \$ 386    | \$ 195    |       |         | \$1,121   |
| Ending balance:<br>collectively<br>evaluated for<br>impairment | \$ 1,076  | \$ 2,979   | \$ 186    | \$ 702    | \$ 644    | \$103 | \$ (1 ) | \$5,690   |
| Loans:   |           |            |           |           |           |       |         |           |
| Ending balance:<br>individually<br>evaluated for<br>impairment | \$ 1,232  | \$ 725     | \$ -      | \$ 2,683  | \$ 682    |       |         | \$5,322   |
| Ending balance:<br>collectively<br>evaluated for<br>impairment | \$ 80,535 | \$ 200,667 | \$ 42,276 | \$ 85,176 | \$ 49,541 | \$148 | \$ -    | \$458,343 |

| For the Period Ended<br>March 31, 2012<br>(\$'s in<br>thousands) | Commercial                    |                      |                               |                               |                                 |  | Other | Unallocated | Total |
|--|-------------------------------|----------------------|-------------------------------|-------------------------------|---------------------------------|--|-------|-------------|-------|
|  | Commercial<br>&<br>Industrial | RE &<br>Construction | Agricultural<br>&<br>Farmland | Residential<br>Real<br>Estate | Home<br>Equity<br>&<br>Consumer |  |       |             |       |

ALLOWANCE FOR LOAN AND LEASE LOSSES

|                   |          |          |       |          |        |        |          |          |
|-------------------|----------|----------|-------|----------|--------|--------|----------|----------|
| Beginning balance | \$ 1,914 | \$ 2,880 | \$ 51 | \$ 956   | \$ 599 | \$ 139 | \$ (10 ) | \$ 6,529 |
| Charge Offs       | (205 )   | (42 )    | -     | (51 )    | (160 ) | (16 )  | -        | (474 )   |
| Recoveries        | 2        | 23       | 1     | 71       | 2      | 3      | 2        | 104      |
| Provision         | 144      | 52       | -     | 24       | 212    | 9      | 9        | 450      |
| Ending Balance    | \$ 1,855 | \$ 2,913 | \$ 52 | \$ 1,000 | \$ 653 | \$ 135 | \$ 1     | \$ 6,609 |

The risk characteristics of each loan portfolio segment are as follows:

Commercial and Agricultural

Commercial and agricultural loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets, such as accounts receivable or inventory, and may include a personal guarantee. Short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial Real Estate including Construction

Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The characteristics of properties securing the Company's commercial real estate portfolio are diverse, but with geographic location almost entirely in the Company's market area. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. In general, the Company avoids financing single purpose projects unless other underwriting factors are present to help mitigate risk. In addition, management tracks the level of owner-occupied commercial real estate versus non-owner-occupied loans.

Construction loans are underwritten utilizing feasibility studies, independent appraisal reviews and financial analysis of the developers and property owners. Construction loans are generally based on estimates of costs and value associated with the completed project. These estimates may be inaccurate. Construction loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property or an interim loan commitment from the Company until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, governmental regulation of real property, general economic conditions and the availability of long-term financing.



## Residential and Consumer

Residential and consumer loans consist of two segments – residential mortgage loans and personal loans. Residential mortgage loans are secured by 1-4 family residences and are generally owner-occupied, and the Company generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer personal loans are secured by consumer personal assets, such as automobiles or recreational vehicles. Some consumer personal loans are unsecured, such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas, such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that these loans are of smaller individual amounts and spread over a large number of borrowers.

The following tables present the credit risk profile of the Company's loan portfolio based on rating category and payment activity as of March 31, 2013 and December 31, 2012.

| Mar. 31, 2013                   | Commercial<br>&<br>Industrial | Comm. RE<br>&<br>Construction | Agricultural<br>&<br>Farmland | Residential<br>Real Estate | Home<br>Equity<br>&<br>Consumer | Other  | Total      |
|---------------------------------|-------------------------------|-------------------------------|-------------------------------|----------------------------|---------------------------------|--------|------------|
| Loan Grade<br>(\$ in thousands) |                               |                               |                               |                            |                                 |        |            |
| 1-2                             | \$ 764                        | \$ 96                         | \$ 106                        | \$-                        | \$2                             | \$-    | \$968      |
| 3                               | 26,077                        | 51,425                        | 6,830                         | 78,972                     | 42,830                          | 17     | 206,151    |
| 4                               | 51,385                        | 131,228                       | 30,980                        | 6,196                      | 3,930                           | 121    | 223,840    |
| Total Pass                      | 78,226                        | 182,749                       | 37,916                        | 85,168                     | 46,762                          | 138    | 430,959    |
| Special Mention                 | 94                            | 13,318                        | -                             | 1,424                      | 144                             | -      | 14,980     |
| Substandard                     | 1,351                         | 3,089                         | 34                            | 463                        | 205                             | -      | 5,142      |
| Doubtful                        | 1,023                         | 459                           | -                             | 2,614                      | 529                             | -      | 4,625      |
| Loss                            | -                             | -                             | -                             | -                          | -                               | -      | -          |
| Total                           | \$ 80,694                     | \$ 199,615                    | \$ 37,950                     | \$ 89,669                  | \$ 47,640                       | \$ 138 | \$ 455,706 |

| Dec. 31, 2012                   | Commercial<br>&<br>Industrial | Comm. RE<br>&<br>Construction | Agricultural<br>&<br>Farmland | Residential<br>Real Estate | Home<br>Equity<br>&<br>Consumer | Other  | Total      |
|---------------------------------|-------------------------------|-------------------------------|-------------------------------|----------------------------|---------------------------------|--------|------------|
| Loan Grade<br>(\$ in thousands) |                               |                               |                               |                            |                                 |        |            |
| 1-2                             | \$ 1,108                      | \$ 101                        | \$ 109                        | \$-                        | \$-                             | \$-    | \$1,318    |
| 3                               | 23,028                        | 55,175                        | 7,938                         | 77,221                     | 45,063                          | 17     | 208,442    |
| 4                               | 54,871                        | 129,846                       | 34,195                        | 6,285                      | 4,223                           | 131    | 229,551    |
| Total Pass                      | 79,007                        | 185,122                       | 42,242                        | 83,506                     | 49,286                          | 148    | 439,311    |
| Special Mention                 | 88                            | 12,370                        | -                             | 1,186                      | 190                             | -      | 13,834     |
| Substandard                     | 1,429                         | 3,024                         | 34                            | 699                        | 144                             | -      | 5,330      |
| Doubtful                        | 1,243                         | 876                           | -                             | 2,468                      | 603                             | -      | 5,190      |
| Loss                            | -                             | -                             | -                             | -                          | -                               | -      | -          |
| Total                           | \$ 81,767                     | \$ 201,392                    | \$ 42,276                     | \$ 87,859                  | \$ 50,223                       | \$ 148 | \$ 463,665 |

The Company evaluates the loan risk grading system definitions and allowance for loan loss methodology on an ongoing basis.

#### Credit Risk Profile

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis includes loans with an outstanding balance greater than \$100 thousand and non-homogeneous loans, such as commercial and commercial real estate loans. This analysis is performed on a quarterly basis. The Company uses the following definitions for risk ratings:

Special Mention (5): Assets have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Company's credit position at some future date. Special mention assets are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification. Ordinarily, special mention credits have characteristics which corrective management action would remedy.

Substandard (6): Loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful (7): Loans classified as doubtful have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of current known facts, conditions and values, highly questionable and improbable.

Loss (8): Loans are considered uncollectable and of such little value that continuing to carry them as assets on the Company's financial statement is not feasible. Loans will be classified Loss when it is neither practical nor desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass (1-4) rated loans. Pass ratings are assigned to those borrowers that do not have identified potential or well-defined weaknesses and for which there is a high likelihood of orderly repayment. All other categories are updated on a quarterly basis.

The following tables present the Company's loan portfolio aging analysis as of March 31, 2013 and December 31, 2012.

| March 31, 2013<br>(\$ in thousands) | 30-59 Days<br>Past Due | 60-89 Days<br>Past Due | Greater<br>Than<br>90 Days | Total Past<br>Due | Current          | Total Loans<br>Receivable |
|-------------------------------------|------------------------|------------------------|----------------------------|-------------------|------------------|---------------------------|
| Commercial & Industrial             | \$1                    | \$23                   | \$347                      | \$371             | \$80,323         | \$80,694                  |
| Commercial RE                       | 66                     | 67                     | 264                        | 397               | 199,218          | 199,615                   |
| Agricultural & Farmland             | -                      | -                      | -                          | -                 | 37,950           | 37,950                    |
| Residential Real Estate             | 173                    | -                      | 1,384                      | 1,557             | 88,112           | 89,669                    |
| Home Equity & Consumer              | 242                    | 119                    | 269                        | 630               | 47,010           | 47,640                    |
| Other                               | -                      | -                      | -                          | -                 | 138              | 138                       |
| <b>Total Loans</b>                  | <b>\$482</b>           | <b>\$209</b>           | <b>\$2,264</b>             | <b>\$2,955</b>    | <b>\$452,751</b> | <b>\$455,706</b>          |

| December 31, 2012<br>(\$ in thousands) | 30-59 Days<br>Past Due | 60-89 Days<br>Past Due | Greater<br>Than<br>90 Days | Total Past<br>Due | Current  | Total Loans<br>Receivable |
|--|------------------------|------------------------|----------------------------|-------------------|----------|---------------------------|
| Commercial & Industrial                | \$26                   | \$2                    | \$497                      | \$525             | \$81,242 | \$81,767                  |
| Commercial RE                          | 1,623                  | 320                    | 264                        | 2,207             | 199,185  | 201,392                   |
| Agricultural & Farmland                | -                      | -                      | -                          | -                 | 42,276   | 42,276                    |



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|                         |         |       |         |         |           |           |
|-------------------------|---------|-------|---------|---------|-----------|-----------|
| Residential Real Estate | 90      | 139   | 1,467   | 1,696   | 86,163    | 87,859    |
| Home Equity & Consumer  | 319     | 76    | 280     | 675     | 49,548    | 50,223    |
| Other                   | -       | -     | -       | -       | 148       | 148       |
| Total Loans             | \$2,058 | \$537 | \$2,508 | \$5,103 | \$458,562 | \$463,665 |

All loans past due 90 days are systematically placed on nonaccrual status.

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16). When based on current information and events, it is probable State Bank will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming commercial loans but also include loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection.

The following tables present impaired loan information as of and for the three months ended March 31, 2013 and 2012, and for the twelve months ended December 31, 2012:

## Three Months Ended

March 31, 2013

(\$'s in thousands)

|                                     | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|-------------------------------------|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| With no related allowance recorded: |                        |                                |                      |                                   |                                  |
| Commercial & Industrial             | \$24                   | \$1,909                        | \$-                  | \$24                              | \$-                              |
| Commercial RE & Construction        | 202                    | 202                            | -                    | 202                               | -                                |
| Agricultural & Farmland             | -                      | -                              | -                    | -                                 | -                                |
| Residential Real Estate             | 1,039                  | 1,093                          | -                    | 1,164                             | 13                               |
| Home Equity & Consumer              | 176                    | 176                            | -                    | 182                               | 2                                |
| All Impaired Loans < \$100,000      | 1,172                  | 1,172                          | -                    | 1,172                             | -                                |
| With a specific allowance recorded: |                        |                                |                      |                                   |                                  |
| Commercial & Industrial             | 1,097                  | 1,097                          | 397                  | 1,097                             | -                                |
| Commercial RE & Construction        | 193                    | 193                            | 52                   | 197                               | 2                                |
| Agricultural & Farmland             | -                      | -                              | -                    | -                                 | -                                |
| Residential Real Estate             | 1,546                  | 1,546                          | 367                  | 1,622                             | 16                               |
| Home Equity & Consumer              | 460                    | 460                            | 203                  | 478                               | 8                                |
| All Impaired Loans < \$100,000      | -                      | -                              | -                    | -                                 | -                                |
| Totals:                             |                        |                                |                      |                                   |                                  |
| Commercial & Industrial             | \$1,121                | \$3,006                        | \$397                | \$1,121                           | \$-                              |
| Commercial RE & Construction        | \$395                  | \$395                          | \$52                 | \$399                             | \$2                              |
| Agricultural & Farmland             | \$-                    | \$-                            | \$-                  | \$-                               | \$-                              |
| Residential Real Estate             | \$2,585                | \$2,639                        | \$367                | \$2,786                           | \$29                             |
| Home Equity & Consumer              | \$636                  | \$636                          | \$203                | \$660                             | \$10                             |
| All Impaired Loans < \$100,000      | \$1,172                | \$1,172                        | \$-                  | \$1,172                           | \$-                              |

## Twelve Months Ended

December 31, 2012

(\$'s in thousands)

|                                     | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance |
|-------------------------------------|------------------------|--------------------------------|----------------------|
| With no related allowance recorded: |                        |                                |                      |
| Commercial & Industrial             | \$394                  | \$2,280                        | \$-                  |
| Commercial RE & Construction        | 527                    | 1,529                          | -                    |
| Agricultural & Farmland             | -                      | -                              | -                    |
| Residential Real Estate             | 1,122                  | 1,204                          | -                    |
| Home Equity & Consumer              | 228                    | 260                            | -                    |
| All Impaired Loans < \$100,000      | 1,336                  | 1,336                          | -                    |
| With a specific allowance recorded: |                        |                                |                      |
| Commercial & Industrial             | 838                    | 944                            | 485                  |

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|                                |         |         |       |
|--------------------------------|---------|---------|-------|
| Commercial RE & Construction   | 198     | 198     | 55    |
| Agricultural & Farmland        | -       | -       | -     |
| Residential Real Estate        | 1,561   | 1,561   | 386   |
| Home Equity & Consumer         | 454     | 454     | 195   |
| All Impaired Loans < \$100,000 | -       | -       | -     |
| Totals:                        |         |         |       |
| Commercial & Industrial        | \$1,232 | \$3,224 | \$485 |
| Commercial RE & Construction   | \$725   | \$1,727 | \$55  |
| Agricultural & Farmland        | \$-     | \$-     | \$-   |
| Residential Real Estate        | \$2,683 | \$2,765 | \$386 |
| Home Equity & Consumer         | \$682   | \$714   | \$195 |
| All Impaired Loans < \$100,000 | \$1,336 | \$1,336 | \$-   |

| Three Months Ended<br>March 31, 2012<br>(\$'s in thousands) | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|---|-----------------------------------|----------------------------------|
| With no related allowance recorded:                         |                                   |                                  |
| Commercial  | \$127                             | \$-                              |
| Commercial Real Estate                                      | 2,037                             | 6                                |
| Agricultural  | 113                               | -                                |
| Residential   | 772                               | 14                               |
| Home Equity Consumer & Other                                | 315                               | 4                                |
| All Impaired Loans < \$100,000                              | 1,157                             | -                                |
| With a specific allowance recorded:                         |                                   |                                  |
| Commercial  | 1,896                             | -                                |
| Commercial Real Estate                                      | 1,145                             | -                                |
| Agricultural  | 113                               | -                                |
| Residential   | 1,768                             | 21                               |
| Home Equity Consumer & Other                                | 251                               | 2                                |
| All Impaired Loans < \$100,000                              | -                                 | -                                |
| Totals:   |                                   |                                  |
| Commercial  | \$2,023                           | \$-                              |
| Commercial Real Estate                                      | \$3,182                           | \$6                              |
| Agricultural  | \$226                             | \$-                              |
| Residential   | \$2,540                           | \$35                             |
| Home Equity Consumer & Other                                | \$566                             | \$6                              |
| All Impaired Loans < \$100,000                              | \$1,157                           | \$-                              |

Impaired loans less than \$100,000 are included in groups of homogenous loans. These loans are evaluated based on delinquency status.

Interest income recognized on a cash basis does not materially differ from interest income recognized on an accrual basis.

#### Troubled Debt Restructured (TDR) Loans

TDRs are modified loans where a concession was provided to a borrower experiencing financial difficulties. Loan modifications are considered TDRs when the concessions provided are not available to the borrower through either normal channels or other sources. However, not all loan modifications are TDRs.

#### TDR Concession Types

The Company's standards relating to loan modifications consider, among other factors, minimum verified income requirements, cash flow analysis, and collateral valuations. Each potential loan modification is reviewed individually and the terms of the loan are modified to meet a borrower's specific circumstances at a point in time. All loan modifications, including those classified as TDRs, are reviewed and approved. The types of concessions provided to borrowers include:

Interest rate reduction: A reduction of the stated interest rate to a nonmarket rate for the remaining original life of the debt. The Company also may grant interest rate concessions for a limited timeframe on a case by case basis.

Amortization or maturity date change beyond what the collateral supports, including any of the following:

- (1) Lengthens the amortization period of the amortized principal beyond market terms. This concession reduces the minimum monthly payment and increases the amount of the balloon payment at the end of the term of the loan. Principal is generally not forgiven.

- (2) Reduces the amount of loan principal to be amortized. This concession also reduces the minimum monthly payment and increases the amount of the balloon payment at the end of the term of the loan. Principal is generally not forgiven.
- (3) Extends the maturity date or dates of the debt beyond what the collateral supports. This concession generally applies to loans without a balloon payment at the end of the term of the loan. In addition, there may be instances where renewing loans potentially require non-market terms and would then be reclassified as TDRs.

Other: A concession that is not categorized as one of the concessions described above. These concessions include, but are not limited to: principal forgiveness, collateral concessions, covenant concessions, and reduction of accrued interest. Principal forgiveness may result from any TDR modification of any concession type.

The table below presents the activity of TDRs during the three months ended March 31, 2013, and March 31, 2012.

| (\$ in thousands)       | Number<br>of<br>Contracts | March 31, 2013                             |   |
|-------------------------|---------------------------|--|---|
|                         |                           | Pre-Modification<br>Recorded<br>Investment | Post-Modification<br>Recorded<br>Investment |
| Residential Real Estate | 1                         | \$ 14                                      | \$ 14                                       |
| Consumer                | 1                         | 13   | 13  |
| Commercial Real Estate  | -                         | -  | -   |
| <b>Total</b>            | <b>2</b>                  | <b>\$ 27</b>                               | <b>\$ 27</b>                                |

The loans described above increased the ALLL by \$13,000 in the three month period ending March 31, 2013.

| (\$ in thousands)       | Number<br>of<br>Contracts | March 31, 2012                             |   |
|-------------------------|---------------------------|--|---|
|                         |                           | Pre-Modification<br>Recorded<br>Investment | Post-Modification<br>Recorded<br>Investment |
| Residential Real Estate | 4                         | \$ 116                                     | \$ 116                                      |
| Consumer                | -                         | -  | -   |
| Commercial Real Estate  | -                         | -  | -   |
| <b>Total</b>            | <b>4</b>                  | <b>\$ 116</b>                              | <b>\$ 116</b>                               |

The loans described above increased the ALLL by \$18,000 in the three month period ending March 31, 2012.

Of the TDRs entered into during the last twelve months, two had subsequently defaulted as of March 31, 2013. The total balance of these redefaults was \$0.19 million. Redefaults are defined as loans that were performing TDRs that became 90 days or more past due post restructuring. All TDRs resulted from a reduction to a borrower's rate or change in amortization. No principal reductions have been granted.



## NOTE E - NEW ACCOUNTING PRONOUNCEMENTS

ASU No. 2013-02, Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income.

The objective of this ASU is to improve the reporting of reclassifications out of accumulated other comprehensive income. The amendments require an entity to report the effect of significant reclassifications on the respective line items in net income if the amount being reclassified is required under GAAP to be reclassified in its entirety to net income.

The amendments in this update are effective prospectively for reporting periods beginning after December 15, 2012. SB Financial Group has adopted these amendments and they do not have a material impact on the Company's Condensed Consolidated Financial Statements.

ASU No. 2012-02, Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment.

This ASU amends Topic 350 to allow the Company to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if the Company concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform a quantitative impairment test by comparing the fair value with the carrying amount in accordance with Codification Subtopic 350-30, Intangibles-Goodwill and Other, General Intangibles Other than Goodwill.

The Company also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period.

The amendments in this update are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012. Management has determined that the adoption of ASU 2012-02 will not have a material impact on the Company's Condensed Consolidated Financial Statements.

ASU 2011-04, Fair Value Measurements and Disclosures (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.

This ASU amends Topic 820 to add both additional clarifications to existing fair value measurement and disclosure requirements and changes to existing principles and disclosure guidance. Clarifications were made to the relevancy of the highest and best use valuation concept, measurement of an instrument classified in an entity's shareholder's equity and disclosure of quantitative information about the unobservable inputs for Level 3 fair value measurements. Changes to existing principles and disclosures included measurement of financial instruments managed within a portfolio, the application of premiums and discounts in fair value measurement, and additional disclosures related to fair value measurements. The updated guidance and requirements are effective for financial statements issued for the first interim or annual period beginning after December 15, 2011, and should be applied prospectively. Early adoption is permitted. Management adopted ASU 2011-04 effective January 1, 2012, as required, without a material impact on the Company's Condensed Consolidated Financial Statements.





ASU 2011-05, Other Comprehensive Income (Topic 220): Presentation of Comprehensive Income.

This ASU amends Topic 220 to give an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income (OCI) either in a single continuous statement of comprehensive income or in two separate but consecutive statements. An entity is also required to present on the face of the financial statement reclassification adjustments for items that are reclassified from OCI to net income in the statement(s) where the components of net income and the components of OCI are presented. The amendments do not change items that must be reported in OCI or when an item of OCI must be reclassified to net income, only the format for presentation. The updated guidance and requirements are effective for financial statements issued for the fiscal years, and the interim periods within those years, beginning after December 15, 2011. The amendments should be applied retrospectively. On October 21, 2011, the FASB issued a proposed deferral of the requirement that companies present reclassification adjustments for each component of OCI in both net income and OCI on the face of the financial statements. Early adoption is permitted. Management adopted ASU 2011-05 effective January 1, 2012, as required. The statements of comprehensive income have been included within this Form 10-Q.

ASC 2011-08 – Intangibles – Goodwill and Other (Topic 350): Testing Goodwill for Impairment.

The ASU amends Topic 350 to permit an entity the option to first assess qualitative factors to determine whether it is more likely than not (50% threshold) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. Management anticipates this standard will have no material effect on the Company's Condensed Consolidated Financial Statements.

#### NOTE F – SEGMENT INFORMATION

The reportable segments are determined by the products and services offered, primarily distinguished between banking and data processing operations. "Other" segment information includes the accounts of the holding company, SB Financial Group, which provides management and operational services to its subsidiaries. Information reported internally for performance assessment follows.

## NOTE F -- SEGMENT INFORMATION

As of and for the three months ended March 31, 2013

| Income statement information<br>(\$'s in thousands) | Data           |             |                 | Total<br>Segments | Intersegment<br>Elimination | Consolidated<br>Totals |
|---|----------------|-------------|-----------------|-------------------|-----------------------------|------------------------|
|   | Banking        | Processing  | Other           |                   |                             |                        |
| Net interest income (expense)                       | \$5,708        | \$(14 )     | \$(403 )        | \$5,291           | \$ 1                        | \$ 5,292               |
| Other revenue - external<br>customers               | 3,164          | 415         | -               | 3,579             |                             | 3,579                  |
| Other revenue - other segments                      | 97             | 339         | 21              | 457               | (469 )                      | (12 )                  |
| <b>Total revenue</b>                                | <b>8,969</b>   | <b>740</b>  | <b>(382 )</b>   | <b>9,327</b>      | <b>(468 )</b>               | <b>8,859</b>           |
| Non-interest expense                                | 6,132          | 703         | 272             | 7,107             | (437 )                      | 6,670                  |
| <b>Significant non-cash items:</b>                  |                |             |                 |                   |                             |                        |
| Depreciation and amortization                       | 250            | 35          | 2               | 287               | -                           | 287                    |
| Provision for loan losses                           | 299            | -           | -               | 299               | -                           | 299                    |
| Income tax expense (benefit)                        | 782            | 13          | (223 )          | 572               | -                           | 572                    |
| <b>Segment profit (loss)</b>                        | <b>\$1,756</b> | <b>\$24</b> | <b>\$(431 )</b> | <b>\$1,349</b>    | <b>\$(31 )</b>              | <b>\$ 1,318</b>        |
| <b>Balance sheet information</b>                    |                |             |                 |                   |                             |                        |
| Total assets  | \$637,257      | \$2,236     | \$3,590         | \$643,083         | \$(1,783 )                  | \$ 641,300             |
| Goodwill and intangibles                            | \$17,419       | \$-         | \$-             | \$17,419          | \$ -                        | \$ 17,419              |
| Premises and equipment<br>expenditures              | \$-            | \$-         | \$-             | \$-               | \$ -                        | \$ -                   |

As of and for the three months ended March 31, 2012

| Income statement information<br>(\$'s in thousands) | Data         |              |               | Total<br>Segments | Intersegment<br>Elimination | Consolidated<br>Totals |
|---|--------------|--------------|---------------|-------------------|-----------------------------|------------------------|
|   | Banking      | Processing   | Other         |                   |                             |                        |
| Net interest income (expense)                       | \$5,501      | \$(13 )      | \$(613 )      | \$4,875           |                             | \$ 4,875               |
| Other revenue - external<br>customers               | 2,963        | 620          | 17            | 3,600             |                             | 3,600                  |
| Other revenue - other segments                      | 80           | 814          | 54            | 948               | (967 )                      | (19 )                  |
| <b>Total revenue</b>                                | <b>8,544</b> | <b>1,421</b> | <b>(542 )</b> | <b>9,423</b>      | <b>(967 )</b>               | <b>8,456</b>           |

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|                                     |           |         |          |           |            |           |
|-------------------------------------|-----------|---------|----------|-----------|------------|-----------|
| Non-interest expense                | 6,447     | 883     | 295      | 7,625     | (949 )     | 6,676     |
| Significant non-cash items:         |           |         |          |           |            |           |
| Depreciation and amortization       | 225       | 106     | 3        | 334       | -          | 334       |
| Provision for loan losses           | 450       | -       | -        | 450       | -          | 450       |
| Income tax expense (benefit)        | 465       | 183     | (290 )   | 358       | -          | 358       |
| Segment profit (loss)               | \$1,182   | \$355   | \$(547 ) | \$990     | \$(18 )    | \$972     |
| Balance sheet information           |           |         |          |           |            |           |
| Total assets                        | \$639,389 | \$2,856 | \$6,216  | \$648,461 | \$(3,485 ) | \$644,976 |
| Goodwill and intangibles            | \$18,044  | \$-     | \$-      | \$18,044  | \$-        | \$18,044  |
| Premises and equipment expenditures | \$769     | \$2     | \$-      | \$771     | \$-        | \$771     |

## NOTE G – DERIVATIVE FINANCIAL INSTRUMENTS

### Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company manages its exposures to a wide variety of business and operational risks primarily through management of its core business activities. The Company manages economic risks, including interest rate, liquidity and credit risk, primarily by managing the amount, sources and duration of its assets and liabilities and through the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing and duration of the Company's known or expected cash payments principally related to certain variable-rate assets.

### Non-designated Hedges

The Company does not use derivatives for trading or speculative purposes. Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain customers. The Company executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged by offsetting interest rate swaps that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer swaps and the offsetting swaps are recognized directly in earnings. As of March 31, 2013, the notional amount of customer-facing swaps was approximately \$7.51 million. This amount is offset with third party counterparties, as described above.

The Company has minimum collateral posting thresholds with its derivative counterparties. As of March 31, 2013, the Company had posted cash as collateral in the amount of \$0.21 million.

## Fair Values of Derivative Instruments on the Balance Sheet

The table below presents the fair value of the Company's derivative financial instruments, as well as their classification on the Balance Sheet, as of March 31, 2013 and December 31, 2012.

| (\$ in thousands)                                  | Asset Derivatives<br>March 31, 2013    |               | Liability Derivatives<br>March 31, 2013    |               |
|--|--|---------------|--|---------------|
|  | Balance Sheet<br>Location              | Fair<br>Value | Balance Sheet<br>Location                  | Fair<br>Value |
| Derivatives not designated as hedging instruments: |  |               |  |               |
| Interest rate contracts                            | Other Assets                           | \$205         | Other Liabilities                          | \$205         |
|  |  |               |  |               |
|  | Asset Derivatives<br>December 31, 2012 |               | Liability Derivatives<br>December 31, 2012 |               |
|  | Balance Sheet<br>Location              | Fair<br>Value | Balance Sheet<br>Location                  | Fair<br>Value |
| Derivatives not designated as hedging instruments: |  |               |  |               |
| Interest rate contracts                            | Other Assets                           | \$254         | Other Liabilities                          | \$254         |

## Effect of Derivative Instruments on the Income Statement

The Company's derivative financial instruments had no net effect on the Income Statements for the three months ended March 31, 2013 and 2012.

## NOTE H – FAIR VALUE OF ASSETS AND LIABILITIES

Fair value is the price 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. A fair value measurement must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis, recognized in the accompanying balance sheets, as well as the general classifications of such assets pursuant to the valuation hierarchy.

## Available-for-Sale Securities

The fair values of available-for-sale securities are determined by various valuation methodologies. Level 1 securities include money market mutual funds. Level 1 inputs include quoted prices in an active market. Level 2 securities include U.S. treasury and government agencies, mortgage-backed securities, obligations of political and state subdivisions and equity securities. Level 2 inputs do not include quoted prices for individual securities in active markets; however, they do include inputs that are either directly or indirectly observable for the individual security being valued. Such observable inputs include interest rates and yield curves at commonly quoted intervals, volatilities, prepayment speeds, credit risks and default rates. Also included are inputs derived principally from or corroborated by observable market data by correlation or other means.

## Interest Rate Contracts

The fair values of interest rate contracts are based upon the estimated amount the Company would receive or pay to terminate the contracts or agreements, taking into account underlying interest rates, creditworthiness of underlying customers for credit derivatives and, when appropriate, the creditworthiness of the counterparties.

The following table presents the fair value measurements of assets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at March 31, 2013 and December 31, 2012.

| (\$'s in thousands)<br>Description    | Fair Values<br>at<br>3/31/2013 | Fair Value Measurements Using: |          |         |
|---------------------------------------|--------------------------------|--------------------------------|----------|---------|
|                                       |                                | Level 1                        | Level 2  | Level 3 |
| Available-for-Sale Securities:        |                                |                                |          |         |
| U.S. Treasury and Government Agencies | \$16,795                       | \$-                            | \$16,795 | \$-     |
| Mortgage-backed securities            | 60,709                         | -                              | 60,709   | -       |
| State and political subdivisions      | 17,986                         | -                              | 17,986   | -       |
| Money Market Mutual Fund              | 2,877                          | 2,877                          | -        | -       |
| Equity securities                     | 23                             | -                              | 23       | -       |
| Interest rate contracts               | 205                            | -                              | 205      | -       |

| (\$'s in thousands)<br>Description    | Fair Values<br>at<br>12/31/2012 | Fair Value Measurements Using: |          |         |
|---------------------------------------|---------------------------------|--------------------------------|----------|---------|
|                                       |                                 | Level 1                        | Level 2  | Level 3 |
| Available-for-Sale Securities:        |                                 |                                |          |         |
| U.S. Treasury and Government Agencies | \$14,511                        | \$-                            | \$14,511 | \$-     |
| Mortgage-backed securities            | 63,764                          | -                              | 63,764   | -       |
| State and political subdivisions      | 18,249                          | -                              | 18,249   | -       |
| Money Market Mutual Fund              | 2,155                           | 2,155                          | -        | -       |
| Equity securities                     | 23                              | -                              | 23       | -       |
| Interest rate contracts               | 254                             | -                              | 254      | -       |

Level 1 – Quoted Prices in Active Markets for Identical Assets

Level 2 – Significant Other Observable Inputs

Level 3 – Significant Unobservable Inputs





The following is a description of the valuation methodologies and inputs used for assets measured at fair value on a nonrecurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

#### Collateral-dependent Impaired Loans, NET of ALLL

Loans for which it is probable the Company will not collect all principal and interest due according to contractual terms are measured for impairment. The estimated fair value of collateral-dependent impaired loans is based on the appraised value of the collateral, less estimated cost to sell. Collateral-dependent impaired loans are classified within Level 3 of the fair value hierarchy. This method requires obtaining an independent appraisal of the collateral, which are reviewed for accuracy and consistency by Credit Administration. These appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by applying a discount factor to the value based on the Company's loan review policy. All impaired loans held by the Company were collateral dependent at March 31, 2013 and December 31, 2012.

#### Mortgage Servicing Rights

Mortgage servicing rights do not trade in an active, open market with readily observable prices. Accordingly, fair value is estimated using discounted cash flow models associated with the servicing rights and discounting the cash flows using discount market rates, prepayment speeds and default rates. The servicing portfolio has been valued using all relevant positive and negative cash flows including servicing fees, miscellaneous income and float; marginal costs of servicing; the cost of carry of advances; and foreclosure losses; and applying certain prevailing assumptions used in the marketplace. Due to the nature of the valuation inputs, mortgage servicing rights are classified within Level 3 of the hierarchy. These mortgage servicing rights are tested for impairment on a quarterly basis.

#### Foreclosed Assets Held For Sale

Foreclosed assets held for sale is carried at the lower of fair value at acquisition date or current estimated fair value. Less estimated cost to sell when the real estate is acquired. Estimated fair value of foreclosed assets held for sale is based on appraisals or evaluations. Foreclosed assets held for sale is classified within Level 3 of the fair value hierarchy.

Appraisals of foreclosed assets held for sale are obtained when the real estate is acquired and subsequently as deemed necessary by Credit Administration. These independent appraisals of the collateral are reviewed for accuracy and consistency by Credit Administration. The appraisers are selected from the list of approved appraisers maintained by management.

The following table presents the fair value measurements of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fell at March 31, 2013, December 31, 2012 and March 31, 2012:

| (\$'s in thousands)       | Description | Fair Values<br>at<br>3/31/2013 | Fair Value Measurements Using: |         |         |
|---------------------------|-------------|--------------------------------|--------------------------------|---------|---------|
|                           |             |                                | Level 1                        | Level 2 | Level 3 |
| Impaired loans            |             | \$1,511                        | \$-                            | \$-     | \$1,511 |
| Mortgage servicing rights |             | 2,388                          | -                              | -       | 2,388   |
| Foreclosed assets         |             | 84                             | -                              | -       | 84      |

| (\$'s in thousands)       | Description | Fair Values<br>at<br>12/31/2012 | Fair Value Measurements Using: |         |         |
|---------------------------|-------------|---------------------------------|--------------------------------|---------|---------|
|                           |             |                                 | Level 1                        | Level 2 | Level 3 |
| Impaired loans            |             | \$2,227                         | \$-                            | \$-     | \$2,227 |
| Mortgage servicing rights |             | 2,667                           | -                              | -       | 2,667   |
| Foreclosed assets         |             | 950                             | -                              | -       | 950     |

## Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements.

| (\$'s in thousands)                 | Fair Value at<br>3/31/2013  | Valuation<br>Technique       | Unobservable Inputs             | Range<br>(Weighted<br>Average) |
|-------------------------------------|-----------------------------|------------------------------|---------------------------------|--------------------------------|
| Collateral-dependent impaired loans | \$ 1,511                    | Market comparable properties | Comparability adjustments (%)   | Not available                  |
| Mortgage servicing rights           | 2,388                       | Discounted cash flow         | Discount Rate                   | 8.75 %                         |
|                                     |                             |                              | Constant prepayment rate        | 13.10 %                        |
|                                     |                             |                              | P&I earnings credit             | 0.20 %                         |
|                                     |                             |                              | T&I earnings credit             | 0.96 %                         |
|                                     |                             |                              | Inflation for cost of servicing | 1.50 %                         |
| Foreclosed assets                   | 84                          | Market comparable properties | Marketability discount          | 10.00 %                        |
| (\$'s in thousands)                 | Fair Value at<br>12/31/2012 | Valuation<br>Technique       | Unobservable Inputs             | Range<br>(Weighted<br>Average) |
| Collateral-dependent impaired loans | \$ 2,227                    | Market comparable properties | Comparability adjustments (%)   | Not available                  |
| Mortgage servicing rights           | 2,667                       | Discounted cash flow         | Discount Rate                   | 8.50 %                         |
|                                     |                             |                              | Constant prepayment rate        | 15.60 %                        |
|                                     |                             |                              | P&I earnings credit             | 0.21 %                         |
|                                     |                             |                              | T&I earnings credit             | 0.81 %                         |
|                                     |                             |                              | Inflation for cost of servicing | 1.50 %                         |
| Foreclosed assets                   | 950                         | Market comparable properties | Marketability discount          | 10.00 %                        |

There were no changes in the inputs or methodologies used to determine fair value at March 31, 2013 as compared to December 31, 2012.

The following table presents estimated fair values of the Company's other financial instruments carried at other than fair value. The fair values of certain of these instruments were calculated by discounting expected cash flows, which involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments, and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying balance sheets at amounts other than fair value.

#### Cash and Cash Equivalents, Federal Reserve and Federal Home Loan Bank Stock and Accrued Interest Payable and Receivable

The carrying amount approximates the fair value.

#### Loans

The estimated fair value for loans receivable, including loans held for sale, net, is based on estimates of the rate State Bank would charge for similar loans at March 31, 2013 and December 31, 2012, applied for the time period until the loans are assumed to re-price or be paid.

#### Mortgage Servicing Rights

Mortgage servicing rights do not trade in an active, open market with readily observable prices. Accordingly, fair value is estimated using discounted cash flow models associated with the servicing rights and discounting the cash flows using discount market rates, prepayment speeds and default rates. The servicing portfolio has been valued using all relevant positive and negative cash flows including servicing fees, miscellaneous income and float; marginal costs of servicing; the cost of carry of advances; and foreclosure losses; and applying certain prevailing assumptions used in the marketplace. Due to the nature of the valuation inputs, mortgage servicing rights are classified within Level 3 of the hierarchy. These mortgage servicing rights are tested for impairment on a quarterly basis.

#### Deposits, Short-term borrowings, Notes payable & FHLB advances

Deposits include demand deposits, savings accounts, NOW accounts and certain money market deposits. The carrying amount approximates the fair value. The estimated fair value for fixed-maturity time deposits, as well as borrowings, is based on estimates of the rate State Bank could pay on similar instruments with similar terms and maturities at March 31, 2013 and December 31, 2012.

#### Loan Commitments

The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. The estimated fair values for other financial instruments and off-balance-sheet loan commitments approximate cost at March 31, 2013 and December 31, 2012 and are not considered significant to this presentation.

## Trust Preferred Securities

The fair value for Trust Preferred Securities is estimated by discounting the cash flows using an appropriate discount rate.

| March 31, 2013<br>(\$'s in thousands)   | Carrying<br>Amount | Fair Value Measurements Using |           |           |
|---|--------------------|-------------------------------|-----------|-----------|
|   |                    | (Level 1)                     | (Level 2) | (Level 3) |
| <b>Financial assets</b>                 |                    |                               |           |           |
| Cash and cash equivalents               | \$28,031           | \$28,031                      | \$-       | \$-       |
| Loans held for sale                     | 8,560              | -                             | 8,724     | -         |
| Loans, net of allowance for loan losses | 448,451            | -                             | -         | 454,540   |
| Federal Reserve and FHLB Bank stock     | 3,748              | -                             | 3,748     | -         |
| Mortgage Servicing Rights               | 4,068              | -                             | -         | 4,817     |
| Accrued interest receivable             | 1,618              | -                             | 1,618     | -         |
| <b>Financial liabilities</b>            |                    |                               |           |           |
| Deposits                                | \$532,259          | \$-                           | \$535,359 | \$-       |
| Notes payable                           | 1,424              | -                             | 1,450     | -         |
| FHLB advances                           | 17,500             | -                             | 17,766    | -         |
| Short-term borrowings                   | 10,983             | -                             | 10,983    | -         |
| Trust preferred securities              | 20,620             | -                             | 6,092     | -         |
| Accrued interest payable                | 515                | -                             | 515       | -         |
| <b>December 31, 2012</b>                |                    |                               |           |           |
| (\$'s in thousands)                     | Carrying<br>Amount | Fair Value Measurements Using |           |           |
|   |                    | (Level 1)                     | (Level 2) | (Level 3) |
| <b>Financial assets</b>                 |                    |                               |           |           |
| Cash and cash equivalents               | \$19,144           | \$19,144                      | \$-       | \$-       |
| Loans held for sale                     | 6,147              | -                             | 6,350     | -         |
| Loans, net of allowance for loan losses | 456,578            | -                             | -         | 462,773   |
| Federal Reserve and FHLB Bank stock     | 3,748              | -                             | 3,748     | -         |
| Mortgage Servicing Rights               | 3,775              | -                             | -         | 4,329     |
| Accrued interest receivable             | 1,235              | -                             | 1,235     | -         |
| <b>Financial liabilities</b>            |                    |                               |           |           |
| Deposits                                | \$527,001          | \$-                           | \$530,097 | \$-       |
| Notes payable                           | 1,702              | -                             | 1,731     | -         |
| FHLB advances                           | 21,000             | -                             | 21,274    | -         |
| Short-term borrowings                   | 10,333             | -                             | 10,333    | -         |
| Trust preferred securities              | 20,620             | -                             | 7,353     | -         |
| Accrued interest payable                | 138                | -                             | 138       | -         |

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Cautionary Statement Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains certain forward-looking statements that are provided to assist in the understanding of anticipated future financial performance. Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance. Examples of forward-looking statements include: (a) projections of income or expense, earnings per share, the payments or non-payments of dividends, capital structure and other financial items; (b) statements of plans and objectives of the Company or our management or Board of Directors, including those relating to products or services; (c) statements of future economic performance; and (d) statements of assumptions underlying such statements. Words such as "anticipates", "believes", "plans", "intends", "expects", "projects", "estimates", "should", "may", "would be", "will allow", "will likely result", "will continue", "will remain", or other expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying those statements. Forward-looking statements are based on management's expectations and are subject to a number of risks and uncertainties. Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements. Risks and uncertainties that could cause actual results to differ materially include, without limitation, changes in interest rates, changes in the competitive environment, and changes in banking regulations or other regulatory or legislative requirements affecting bank holding companies. Additional detailed information concerning a number of important factors which could cause actual results to differ materially from the forward-looking statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations is available in the Company's filings with the Securities and Exchange Commission, including the disclosure under the heading "Item 1A. Risk Factors" of Part I of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012. Undue reliance should not be placed on the forward-looking statements, which speak only as of the date hereof. Except as may be required by law, the Company undertakes no obligation to update any forward-looking statement to reflect unanticipated events or circumstances after the date on which the statement is made.

### Overview of SB Financial

SB Financial Group, Inc. ("SB Financial" or the "Company") is a bank holding company registered with the Federal Reserve Board. The name of the Company was changed to SB Financial Group, Inc. from Rurban Financial Corp. effective April 18, 2013. SB Financial's wholly-owned subsidiary, The State Bank and Trust Company ("State Bank"), is engaged in commercial banking. SB Financial's technology subsidiary, Rurbanc Data Services, Inc. ("RDSI"), provides item processing services to community banks and businesses.

Rurban Statutory Trust I ("RST") was established in August 2000. In September 2000, RST completed a pooled private offering of 10,000 Trust Preferred Securities with a liquidation amount of \$1,000 per security. The proceeds of the offering were loaned to the Company in exchange for junior subordinated debentures of the Company with terms substantially similar to the Trust Preferred Securities. The sole assets of RST are the junior subordinated debentures, and the back-up obligations, in the aggregate, constitute a full and unconditional guarantee by the Company of the obligations of RST.

Rurban Statutory Trust II ("RST II") was established in August 2005. In September 2005, RST II completed a pooled private offering of 10,000 Trust Preferred Securities with a liquidation amount of \$1,000 per security. The proceeds of the offering were loaned to the Company in exchange for junior subordinated debentures of the Company with terms substantially similar to the Trust Preferred Securities. The sole assets of RST II are the junior subordinated debentures, and the back-up obligations, in the aggregate, constitute a full and unconditional guarantee by the Company of the obligations of RST II.





RFCBC, Inc. (“RFCBC”) is an Ohio corporation and wholly-owned subsidiary of the Company that was incorporated in August 2004. RFCBC operates as a loan subsidiary in servicing and working out problem loans.

Rurban Investments, Inc. (“RII”) is a Delaware corporation and a wholly-owned subsidiary of State Bank that was incorporated in January 2009. RII holds agency, mortgage backed and municipal securities.

State Bank Insurance, LLC (“SBI”) is an Ohio corporation and a wholly-owned subsidiary of State Bank that was incorporated in June of 2010. SBI is an insurance company that engages in the sale of insurance products to retail and commercial customers of State Bank.

Unless the context indicates otherwise, all references herein to “SB Financial”, “we”, “us”, “our”, or the “Company” refer to Financial Group, Inc. and its consolidated subsidiaries.

### Recent Regulatory Developments

#### Consumer Financial Protection Bureau

The Dodd-Frank Act established the Consumer Financial Protection Bureau (the “CFPB”), which regulates consumer financial products and services and certain financial services providers. The CFPB is authorized to prevent unfair, deceptive and abusive acts or practices and seeks to ensure consistent enforcement of laws so that consumers have access to fair, transparent and competitive markets for consumer financial products and services. The CFPB has rulemaking and interpretive authority.

#### Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010

The Dodd-Frank Act was enacted into law on July 21, 2010. The Dodd-Frank Act is significantly changing the regulation of financial institutions and the financial services industry. Because the Dodd-Frank Act requires various federal agencies to adopt a broad range of regulations with significant discretion, many of the details of the new law and the effects they will have on the Company will not be known for months and even years.

Among the provisions already implemented pursuant to the Dodd-Frank Act, the following provisions have or may have an effect on the business of the Company and its subsidiaries:

- the CFPB has been formed with broad powers to adopt and enforce consumer protection regulations;

- the federal law prohibiting the payment of interest on commercial demand deposit accounts was eliminated effective July 21, 2011;

- the standard maximum amount of deposit insurance per customer was permanently increased to \$250,000;

- the assessment base for determining deposit insurance premiums has been expanded from domestic deposits to average assets minus average tangible equity; and

- public companies in all industries are or will be required to provide shareholders the opportunity to cast a non-binding advisory vote on executive compensation.

Additional provisions not yet implemented that may have an effect on the Company and its subsidiaries include the following:

new capital regulations for bank holding companies will be adopted, which may impose stricter requirements, and any new trust preferred securities issued after May 19, 2010 will no longer constitute Tier I capital; and

new corporate governance requirements applicable generally to all public companies in all industries will require new compensation practices and disclosure requirements, including requiring companies to “claw back” incentive compensation under certain circumstances, to consider the independence of compensation advisors and to make additional disclosures in proxy statements with respect to compensation matters.

Many provisions of the Dodd-Frank Act have not yet been implemented and will require interpretation and rule making by federal regulators. As a result, the ultimate effect of the Dodd-Frank Act on the Company cannot yet be determined. However, it is likely that the implementation of these provisions will increase compliance costs and fees paid to regulators, along with possibly restricting the operations of the Company and its subsidiaries.

#### Executive and Incentive Compensation

In June 2010, the Federal Reserve Board, the OCC and the FDIC issued joint interagency guidance on incentive compensation policies (the “Joint Guidance”) intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. This principles-based guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization’s incentive compensation arrangements should (a) provide incentives that do not encourage risk-taking beyond the organization’s ability to effectively identify and manage risks, (b) be compatible with effective internal controls and risk management and (c) be supported by strong corporate governance, including active and effective oversight by the organization’s board of directors.

Pursuant to the Joint Guidance, the Federal Reserve Board will review as part of a regular, risk-focused examination process, the incentive compensation arrangements of financial institutions such as the Company. Such reviews will be tailored to each organization based on the scope and complexity of the organization’s activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination and deficiencies will be incorporated into the institution’s supervisory ratings, which can affect the institution’s ability to make acquisitions and take other actions. Enforcement actions may be taken against an institution if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization’s safety and soundness and prompt and effective measures are not being taken to correct the deficiencies.

On February 7, 2011, federal banking regulatory agencies jointly issued proposed rules on incentive-based compensation arrangements under applicable provisions of the Dodd-Frank Act (the “Proposed Rules”). The Proposed Rules generally apply to financial institutions with \$1.0 billion or more in assets that maintain incentive-based compensation arrangements for certain covered employees. The Proposed Rules (i) prohibit covered financial institutions from maintaining incentive-based compensation arrangements that encourage covered persons to expose the institution to inappropriate risk by providing the covered person with “excessive” compensation; (ii) prohibit covered financial institutions from establishing or maintaining incentive-based compensation arrangements for covered persons that encourage inappropriate risks that could lead to a material financial loss, (iii) require covered financial institutions to maintain policies and procedures appropriate to their size, complexity and use of incentive-based compensation to help ensure compliance with the Proposed Rules and (iv) require covered financial institutions to provide enhanced disclosure to regulators regarding their incentive-based compensation arrangements

for covered person within 90 days following the end of the fiscal year.

Pursuant to rules adopted by the stock exchanges and approved by the SEC in January 2013 under the Dodd-Frank Act, public companies are required to implement “clawback” procedures for incentive compensation payments and to disclose the details of the procedures which allow recovery of incentive compensation that was paid on the basis of erroneous financial information necessitating a restatement due to material noncompliance with financial reporting requirements. This clawback policy is intended to apply to compensation paid within a three-year look-back window of the restatement and would cover all executives who received incentive awards. Public company compensation committee members are also required to meet heightened independence requirements and to consider the independence of compensation consultants, legal counsel and other advisors to the compensation committee. The compensation committees must have the authority to hire advisors and to have the company fund reasonable compensation of such advisors.

### Critical Accounting Policies

Note 1 to the Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 describes the significant accounting policies used in the development and presentation of the Company’s financial statements. The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States and conform to general practices within the banking industry. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. The Company’s financial position and results of operations can be affected by these estimates and assumptions and are integral to the understanding of reported results. Critical accounting policies are those policies that management believes are the most important to the portrayal of the Company’s financial condition and results, and they require management to make estimates that are difficult, subjective, or complex.

**Allowance for Loan Losses** - The allowance for loan losses provides coverage for probable losses inherent in the Company’s loan portfolio. Management evaluates the adequacy of the allowance for loan losses each quarter based on changes, if any, in underwriting activities, loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), trends in loan performance, regulatory guidance and economic factors. This evaluation is inherently subjective, as it requires the use of significant management estimates. Many factors can affect management’s estimates of specific and expected losses, including volatility of default probabilities, rating migrations, loss severity and economic and political conditions. The allowance is increased through provisions charged to operating earnings and reduced by net charge-offs.

The Company determines the amount of the allowance based on relative risk characteristics of the loan portfolio. The allowance recorded for commercial loans is based on reviews of individual credit relationships and an analysis of the migration of commercial loans and actual loss experience. The allowance recorded for homogeneous consumer loans is based on an analysis of loan mix, risk characteristics of the portfolio, fraud loss and bankruptcy experiences, and historical losses, adjusted for current trends, for each homogeneous category or group of loans. The allowance for credit losses relating to impaired loans is based on the loan’s observable market price, the collateral for certain collateral-dependent loans, or the discounted cash flows using the loan’s effective interest rate.

Regardless of the extent of the Company’s analysis of customer performance, portfolio trends or risk management processes, certain inherent but undetected losses are probable within the loan portfolio. This is due to several factors, including inherent delays in obtaining information regarding a customer’s financial condition or changes in their unique business conditions, the subjective nature of individual loan evaluations, collateral assessments and the interpretation of economic trends. Volatility of economic or customer-specific conditions affecting the identification and estimation of losses for larger non-homogeneous credits and the sensitivity of assumptions utilized to establish allowances for homogenous groups of loans are also factors. The Company estimates a range of inherent losses related to the existence of these exposures. The estimates are based upon the Company’s evaluation of imprecise risk

associated with the commercial and consumer allowance levels and the estimated impact of the current economic environment. To the extent that actual results differ from management's estimates, additional loan loss provisions may be required that could adversely impact earnings for future periods.

Goodwill and Other Intangibles - The Company records all assets and liabilities acquired in purchase acquisitions, including goodwill and other intangibles, at fair value as required. Goodwill is subject, at a minimum, to annual tests for impairment. Other intangible assets are amortized over their estimated useful lives using straight-line or accelerated methods, and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount. The initial goodwill and other intangibles recorded and subsequent impairment analysis requires management to make subjective judgments concerning estimates of how the acquired asset will perform in the future. Events and factors that may significantly affect the estimates include, among others, customer attrition, changes in revenue growth trends, specific industry conditions and changes in competition. A decrease in earnings resulting from these or other factors could lead to an impairment of goodwill that could adversely impact earnings for future periods.

Three Months Ended March 31, 2013 compared to Three Months Ended March 31, 2012

**Net Income:** Net income for the first quarter of 2013 was \$1.30 million, or \$0.27 per diluted share, compared to net income of \$0.97 million, or \$0.20 per diluted share, for the first quarter of 2012. For the quarter, the Banking Group (consisting primarily of State Bank), had net income of \$1.76 million, which is up 48.6 percent compared to the net income of \$1.18 million from the year ago first quarter. RDSI reported net income of \$24 thousand compared to net income of \$355 thousand from the year ago first quarter.

**Provision for Loan Losses:** The first quarter provision for loan losses was \$0.30 million compared to \$0.45 million for the year-ago quarter. Charge-offs for the quarter were \$0.12 million compared to \$0.37 million for the year-ago quarter. Total delinquent loans ended the quarter at \$2.96 million, which is down \$2.55 million, or 44.4 percent, from the prior year.

| Asset Quality Review – For the Period Ended<br>(\$'s in Thousands) | March 31,<br>2013 | December 31,<br>2012 | March 31,<br>2012 |
|--|-------------------|----------------------|-------------------|
| Net charge-offs  | \$ 118            | \$ 1,068             | \$ 370            |
| Nonaccruing loans  | 4,811             | 5,305                | 6,511             |
| Accruing Trouble Debt Restructures                                 | 1,273             | 1,258                | 1,593             |
| Nonaccruing and restructured loans                                 | 6,084             | 6,563                | 8,104             |
| OREO / OAO   | 2,270             | 2,367                | 1,807             |
| Nonperforming assets   | 8,354             | 8,930                | 9,911             |
| Nonperforming assets/Total assets                                  | 1.30              | 1.40                 | 1.54              |
| Allowance for loan losses/Total loans                              | 1.54              | 1.47                 | 1.50              |
| Allowance for loan losses/Nonperforming loans                      | 114.9             | 103.8                | 81.6              |

**Consolidated Revenue:** Total revenue, consisting of net interest income fully taxable equivalent (FTE) and noninterest income, was \$8.96 million for the first quarter of 2013, an increase of \$0.42 million, or 4.9 percent, from the \$8.54 million generated during the 2012 first quarter.

Net interest income (FTE) was \$5.39 million, which is up \$0.43 million from the prior year first quarter's \$4.96 million. The Company's earning assets increased \$7.4 million, but this was offset by a 12 basis point decrease in the yield on earning assets. The net interest margin for the first quarter of 2013 was 3.86 percent compared to 3.60 percent for the first quarter of 2012.

Noninterest income was \$3.57 million for the 2013 first quarter compared to \$3.58 million for the prior year period. Excluding data service fees, which are contributed by RDSI, the remaining noninterest income is generated by the Banking Group. RDSI fees continue to trail the prior year due to client losses.

Mortgage origination activity continued at a high level in the first quarter of 2013. State Bank originated \$72.0 million of mortgage loans compared to \$68.3 million for the first quarter of 2012. These first quarter 2013 originations and subsequent sales resulted in \$1.48 million of gains, which compares to gains of \$1.18 million for the first quarter of 2012. Compared to the prior year first quarter, total sales into the secondary market have increased by \$10.97 million. Net mortgage banking revenue was \$1.67 million due to the recapture of OMSR impairment and higher margin on loan sales in the current year.

Consolidated Noninterest Expense: Noninterest expense for the first quarter of 2013 was \$6.67 million, compared to \$6.68 million in the prior-year first quarter.

Income Taxes: Income taxes for the first quarter of 2013 were \$0.57 million compared to \$0.36 million for the first quarter of 2012. The increase was due primarily to the increase in pre-tax income compared to the prior year.

#### Changes in Financial Condition

Total assets at March 31, 2013 were \$641.3 million, an increase of \$3.07 million or 0.05 percent since 2012 year end. Total loans, net of unearned income, were \$455.4 million as of March 31, 2013, down \$7.95 million from year end, a decrease of 1.7 percent.

Total deposits at March 31, 2013 were \$532.3 million, an increase of \$5.26 million as compared to December 2012 balances. Borrowed funds (consisting of notes payable, FHLB advances, and REPOs) totaled \$29.9 million at March 31, 2013. This is down slightly from year end when borrowed funds totaled \$33.0 million. Total equity for the Company of \$54.3 million now stands at 8.47 percent of total assets, which is up slightly from the December 31, 2012 level of 8.35 percent.

#### Capital Resources

At March 31, 2013, actual capital levels and minimum required levels were as follows (\$'s in thousands):

|   | Actual   |       | Minimum Required<br>For Capital<br>Adequacy Purposes |       | Minimum Required<br>To Be Well Capitalized<br>Under Prompt Corrective<br>Action Regulations |       |     |  |
|---|----------|-------|--|-------|---|-------|-----|--|
|   | Amount   | Ratio | Amount   | Ratio | Amount  | Ratio |     |  |
| Total capital (to risk weighted assets) |          |       |  |       |   |       |     |  |
| Consolidated                            | \$60,826 | 13.0  | % \$37,335   | 8.0   | % \$-   |       | N/A |  |
| State Bank                              | \$57,963 | 12.4  | % 37,275   | 8.0   | % \$46,594  | 10.0  | %   |  |

Both the Company and State Bank were categorized as well capitalized at March 31, 2013.

#### LIQUIDITY

Liquidity relates primarily to the Company's ability to fund loan demand, meet deposit customers' withdrawal requirements and provide for operating expenses. Assets used to satisfy these needs consist of cash and due from banks, federal funds sold, interest-earning deposits in other financial institutions, securities available-for-sale and loans held for sale. These assets are commonly referred to as liquid assets. Liquid assets were \$135.0 million at March 31, 2013, compared to \$124.0 million at December 31, 2012.

Liquidity risk arises from the possibility that the Company may not be able to meet the Company's financial obligations and operating cash needs or may become overly reliant upon external funding sources. In order to manage this risk, the Board of Directors of the Company has established a Liquidity Policy that identifies primary sources of liquidity, establishes procedures for monitoring and measuring liquidity and quantifies minimum liquidity requirements. This policy designates the Asset/Liability Committee ("ALCO") as the body responsible for meeting these objectives. The ALCO reviews liquidity regularly and evaluates significant changes in strategies that affect balance sheet or cash flow positions. Liquidity is centrally managed on a daily basis by the Company's Chief

Financial Officer and Asset Liability Manager.

The Company's commercial real estate, first mortgage residential and multi-family mortgage portfolio of \$289.3 million at March 31, 2013 and \$289.3 million at December 31, 2012, which can and has been used to collateralize borrowings, is an additional source of liquidity. Management believes the Company's current liquidity level, without these borrowings, is sufficient to meet its liquidity needs. At March 31, 2013, all eligible commercial real estate, first mortgage residential and multi-family mortgage loans were pledged under an FHLB blanket lien.

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The cash flow statements for the periods presented provide an indication of the Company's sources and uses of cash, as well as an indication of the ability of the Company to maintain an adequate level of liquidity. A discussion of the cash flow statements for the three months ended March 31, 2013 and 2012 follows.

The Company experienced negative cash flows from operating activities for the three months ended March 31, 2013 and March 31, 2012. Net cash used in operating activities was \$0.68 million for the three months ended March 31, 2013 and \$4.08 million for the three months ended March 31, 2012. Highlights for the current year include \$73.9 million in proceeds from the sale of loans, which is up \$11.1 million from the prior year. Originations of loans held for sale was a use of cash of \$72.0 million, which is also up from the prior year, by \$3.64 million. For the three months ended March 31, 2013, there was a net recapture of Origination Mortgage Servicing Rights (OMSR) impairment of \$0.17 million, and gain on sale of loans of \$1.64 million.

The Company experienced positive cash flows from investing activities for the three months ended March 31, 2013 and March 31, 2012. Net cash flows provided by investing activities was \$7.55 million for the three months ended March 31, 2013 and \$3.56 million for the three months ended March 31, 2012. Highlights for the three months ended March 31, 2013 include \$11.2 million in purchases of available-for-sale securities. These cash payments were offset by \$9.72 million in proceeds from maturities of securities, which is down \$2.74 million from the prior three month period. The Company experienced a \$7.45 million increase in loans, which is up \$5.02 million from the prior year three month period. Sales of foreclosed assets provided cash of \$0.38 million for the three months ended March 31, 2013.

The Company experienced positive cash flows from financing activities for the three months ended March 31, 2013 and March 31, 2012. Net cash flow provided by financing activities was \$2.02 million for the three months ended March 31, 2013 and \$15.3 million for the three months ended March 31, 2012. Highlights for the current period include a \$13.9 million increase in transaction deposits for the three months ended March 31, 2013, which is down from the \$28.1 million increase in transaction deposits for the three months ended March 31, 2012. Certificates of deposit declined by \$8.67 million in the current year compared to a decline of \$11.3 million for the prior year. FHLB advances were reduced by \$3.50 million for the three months ended March 31, 2013.

ALCO uses an economic value of equity (“EVE”) analysis to measure risk in the balance sheet incorporating all cash flows over the estimated remaining life of all balance sheet positions. The EVE analysis calculates the net present value of the Company’s assets and liabilities in rate shock environments that range from -400 basis points to +400 basis points. The likelihood of a decrease in rates as of March 31, 2013 and December 31, 2012 was considered to be remote given the current interest rate environment and therefore, was not included in this analysis. The results of this analysis are reflected in the following tables for March 31, 2013 and December 31, 2012.

| March 31, 2013           |           |           |          |
|--------------------------|-----------|-----------|----------|
| Economic Value of Equity |           |           |          |
| (\$'s in thousands)      |           |           |          |
| Change in Rates          | \$ Amount | \$ Change | % Change |
| +400 basis points        | 99,932    | 19,635    | 24.45    |
| +300 basis points        | 96,991    | 16,693    | 20.79    |
| +200 basis points        | 93,121    | 12,823    | 15.97    |
| +100 basis points        | 87,922    | 7,625     | 9.50     |
| Base Case                | 80,297    | -         | -        |
| -100 basis points        | 71,097    | (9,200 )  | (11.46 ) |

| December 31, 2012        |           |           |          |
|--------------------------|-----------|-----------|----------|
| Economic Value of Equity |           |           |          |
| (\$'s in thousands)      |           |           |          |
| Change in Rates          | \$ Amount | \$ Change | % Change |
| +400 basis points        | 95,056    | 14,010    | 14.12    |
| +300 basis points        | 92,811    | 12,648    | 12.75    |
| +200 basis points        | 89,642    | 10,362    | 10.44    |
| +100 basis points        | 84,980    | 6,583     | 6.63     |
| Base Case                | 77,514    | -         | -        |
| -100 basis points        | 68,231    | (9,283 )  | (11.98 ) |

#### Off-Balance-Sheet Borrowing Arrangements:

Significant additional off-balance-sheet liquidity is available in the form of FHLB advances and unused federal funds lines from correspondent banks. Management expects the risk of changes in off-balance-sheet arrangements to be immaterial to earnings.

The Company’s commercial real estate, first mortgage residential and multi-family mortgage portfolios of \$289.3 million have been pledged to meet FHLB collateralization requirements as of March 31, 2013. Based on the current collateralization requirements of the FHLB, the Company had approximately \$23.4 million of additional borrowing capacity at March 31, 2013. The Company also had \$26.5 million in unpledged securities that may be used to pledge for additional borrowings.

At March 31, 2013, the Company had unused federal funds lines totaling \$11.5 million, with a zero balance outstanding.

The Company’s contractual obligations as of March 31, 2013 were comprised of long-term debt obligations, other debt obligations, operating lease obligations and other long-term liabilities. Long-term debt obligations are comprised of FHLB Advances of \$17.5 million. Other debt obligations are comprised of Trust Preferred securities of \$20.6 million and Notes Payable of \$1.42 million. The operating lease obligations consist of a lease on the RDSI-North building of \$162 thousand per year and a lease on the DCM-Lansing facility of \$105 thousand per year. Total time deposits at

March 31, 2013 were \$185.4 million, of which \$97.0 million matures beyond one year.

Also, as of March 31, 2013, the Company had commitments to sell mortgage loans totaling \$12.7 million. The Company believes that it has adequate resources to fund commitments as they arise and that it can adjust the rate on savings certificates to retain deposits in changing interest rate environments. If the Company requires funds beyond its internal funding capabilities, advances from the FHLB of Cincinnati and other financial institutions are available.

## ASSET LIABILITY MANAGEMENT

Asset liability management involves developing, executing and monitoring strategies to maintain appropriate liquidity, maximize net interest income and minimize the impact that significant fluctuations in market interest rates would have on current and future earnings. The business of the Company and the composition of its balance sheet consist of investments in interest-earning assets (primarily loans, mortgage-backed securities, and securities available for sale) which are primarily funded by interest-bearing liabilities (deposits and borrowings). With the exception of specific loans which are originated and held for sale, all of the financial instruments of the Company are for other than trading purposes. All of the Company's transactions are denominated in U.S. dollars with no specific foreign exchange exposure. In addition, the Company has limited exposure to commodity prices related to agricultural loans. The impact of changes in foreign exchange rates and commodity prices on interest rates are assumed to be insignificant. The Company's financial instruments have varying levels of sensitivity to changes in market interest rates resulting in market risk. Interest rate risk is the Company's primary market risk exposure; to a lesser extent, liquidity risk also impacts market risk exposure.

Interest rate risk is the exposure of a banking institution's financial condition to adverse movements in interest rates. Accepting this risk can be an important source of profitability and shareholder value; however, excessive levels of interest rate risk could pose a significant threat to the Company's earnings and capital base. Accordingly, effective risk management that maintains interest rate risks at prudent levels is essential to the Company's safety and soundness.

Evaluating a financial institution's exposure to changes in interest rates includes assessing both the adequacy of the management process used to control interest rate risk and the organization's quantitative level of exposure. When assessing the interest rate risk management process, the Company seeks to ensure that appropriate policies, procedures, management information systems and internal controls are in place to maintain interest rate risks at prudent levels of consistency and continuity. Evaluating the quantitative level of interest rate risk exposure requires the Company to assess the existing and potential future effects of changes in interest rates on its consolidated financial condition, including capital adequacy, earnings, liquidity and asset quality (when appropriate).

The Federal Reserve Board together with the Office of the Comptroller of the Currency and the Federal Deposit Insurance Company adopted a Joint Agency Policy Statement on interest rate risk effective June 26, 1996. The policy statement provides guidance to examiners and bankers on sound practices for managing interest rate risk, which will form the basis for ongoing evaluation of the adequacy of interest rate risk management at supervised institutions. The policy statement also outlines fundamental elements of sound management that have been identified in prior Federal Reserve guidance and discusses the importance of these elements in the context of managing interest rate risk. Specifically, the guidance emphasizes the need for active board of director and senior management oversight and a comprehensive risk management process that effectively identifies, measures and controls interest rate risk.

Financial institutions derive their income primarily from the excess of interest collected over interest paid. The rates of interest an institution earns on its assets and owes on its liabilities generally are established contractually for a period of time. Since market interest rates change over time, an institution is exposed to lower profit margins (or losses) if it cannot adapt to interest rate changes. For example, assume that an institution's assets carry intermediate or long-term fixed rates and that those assets are funded with short-term liabilities. If market interest rates rise by the time the short-term liabilities must be refinanced, the increase in the institution's interest expense on its liabilities may not be sufficiently offset if assets continue to earn at the long-term fixed rates. Accordingly, an institution's profits could decrease on existing assets because the institution will either have lower net interest income or possibly, net interest expense. Similar risks exist when assets are subject to contractual interest rate ceilings, or rate-sensitive assets are funded by longer-term, fixed-rate liabilities in a declining rate environment.



There are several ways an institution can manage interest rate risk including: 1) matching repricing periods for new assets and liabilities, for example, by shortening or lengthening terms of new loans, investments, or liabilities; 2) selling existing assets or repaying certain liabilities; and 3) hedging existing assets, liabilities, or anticipated transactions. An institution might also invest in more complex financial instruments intended to hedge or otherwise change interest rate risk. Interest rate swaps, futures contracts, options on futures contracts, and other such derivative financial instruments can be used for this purpose. Because these instruments are sensitive to interest rate changes, they require management's expertise to be effective. The Company has not purchased derivative financial instruments in the past but may purchase such instruments in the future if market conditions are favorable.

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

Management believes there has been no material change in the Company's market risk from the information contained in the Company's Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2012.

#### Item 4. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

With the participation of the President and Chief Executive Officer (the principal executive officer) and the Executive Vice President and Chief Financial Officer (the principal financial officer) of the Company, the Company's management has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the quarterly period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Company's President and Chief Executive Officer and the Company's Executive Vice President and Chief Financial Officer have concluded that:

- information required to be disclosed by the Company in this Quarterly Report on Form 10-Q and other reports which the Company files or submits under the Exchange Act would be accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure;
- information required to be disclosed by the Company in this Quarterly Report on Form 10-Q and other reports which the Company files or submits under the Exchange Act would be recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and
- the Company's disclosure controls and procedures were effective as of the end of the quarterly period covered by this Quarterly Report on Form 10-Q.

##### Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the Company's fiscal quarter ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

In the ordinary course of our business, the Company and its subsidiaries are parties to various legal actions which we believe are incidental to the operation of our business. Although the ultimate outcome and amount of liability, if any, with respect to these legal actions cannot presently be ascertained with certainty, in the opinion of management, based upon information currently available to us, any resulting liability is not likely to have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

### Item 1A. Risk Factors

There are certain risks and uncertainties in our business that could cause our actual results to differ materially from those anticipated. A detailed discussion of our risk factors is included in “Item 1A. Risk Factors” of Part I of the Company’s Annual Report on Form 10-K for the year ended December 31, 2012. There have been no material changes to the risk factors as presented in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### Repurchases of Common Shares

The Company did not have any repurchases of common shares during the three months ended March 31, 2013.

### Item 3. Defaults Upon Senior Securities

Not applicable

### Item 4. Mine Safety Disclosures

Not applicable

### Item 5. Other Information

Not applicable

### Item 6. Exhibits

#### Exhibits

31.1 – Rule 13a-14(a)/15d-14(a) Certification (Principal Executive Officer)

31.2 – Rule 13a-14(a)/15d-14(a) Certification (Principal Financial Officer)

32.1 – Section 1350 Certification (Principal Executive Officer)

32.2 – Section 1350 Certification (Principal Financial Officer)



SIGNATURES

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

SB FINANCIAL GROUP, INC.

Date: May 14, 2013

By: /s/ Mark A. Klein  
Mark A. Klein  
President & Chief Executive Officer

By: /s/ Anthony V. Cosentino  
Anthony V. Cosentino  
Executive Vice President &  
Chief Financial Officer