

STURGIS BANCORP INC
Form 10-Q
August 14, 2002

Table of Contents

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20429
Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2002

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

For the transition period from _____ to _____

STURGIS BANCORP, INC.

(Exact name of registrant as specified in its charter)

MICHIGAN

(State of incorporation or organization)

0-49613

(Commission File No.)

38-3609814

(I.R.S. Employer Identification No.)

113-125 E. Chicago Road, Sturgis, Michigan 49091

(Address of principal executive offices)

(269) 651-9345

(Issuer's telephone number)

(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 of 1934 Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No .

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

Class	Outstanding at August 9, 2002
Common Stock, \$1.00 par value	2,950,064

Transitional Small Business Disclosure Format (check one); Yes No

TABLE OF CONTENTS

Part I. Financial Information

Item 1. Financial Statements

Condensed Consolidated Statements of Financial Condition June 30, 2002 (Unaudited) and December 31, 2001

Condensed Consolidated Statements of Income Three Months Ended June 30, 2002 and 2001 (Unaudited)

Condensed Consolidated Statements of Income Six Months Ended June 30, 2002 and 2001 (Unaudited)

Consolidated Statements of Cash Flows Six Months Ended June 30, 2002 and 2001 (Unaudited)

Notes to Condensed Consolidated Financial Statements

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Part II. Other Information

Item 1. Legal Proceedings

Item 2. Changes in Securities

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

Item 6. Exhibits and Reports on Form 8-K

Signatures

EX-10.4 Employment Agreement - Eric L. Eishen

EX-10.5 Employment Agreement - Brian P. Hoggatt

EX-10.6 Employment Agreement - David E. Watters

EX-10.7 Employment Agreement - Ronald W. Scheske

EX-99.1 Certification of Chief Executive Officer

EX-99.2 Certification of Chief Financial Officer

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES

INDEX

	<u>Page No.</u>
Part I. Financial Information	
Item 1. Financial Statements:	
Condensed Consolidated Statements of Financial Condition-June 30, 2002 (Unaudited) and December 31, 2001	4
Condensed Consolidated Statements of Income Three Months Ended June 30, 2002 and 2001 (Unaudited)	5
Condensed Consolidated Statements of Income-Six Months Ended June 30, 2002 and 2001 (Unaudited)	6
Condensed Consolidated Statements of Cash Flows-Six Months Ended June 30, 2002 and 2001 (Unaudited)	7
Notes To Condensed Consolidated Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3. Quantitative and Qualitative Disclosures about Market Risk	24
Part II. Other Information	
Item 1. Legal Proceedings	26
Item 2. Changes in Securities	26
Item 4. Submission of Matters to a Vote of Security Holders	26
Item 6. Exhibits and Reports on Form 8-K	26
Signatures	28

Table of Contents

PART I. FINANCIAL INFORMATION

Throughout this Form 10-Q, Sturgis Bancorp, Inc. will be referred to as Bancorp and Sturgis Bank and Trust Company and its subsidiaries will be referred to as the Bank. Bancorp is a financial holding company under the Bank Holding Company Act of 1956, as amended. The Bank is a wholly owned subsidiary of Bancorp.

Table of Contents**ITEM 1. FINANCIAL STATEMENTS****STURGIS BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**

	June 30, 2002	December 31, 2001
	(Unaudited)	
ASSETS		
Cash and due from banks	\$ 10,088,983	\$ 10,629,027
Interest-bearing deposits in banks	36,523,438	15,042,616
Securities Available-for-sale	1,594,308	259,735
Securities Held-to-maturity	12,861,818	3,904,413
Federal Home Loan Bank stock, at cost	4,115,400	4,115,400
Loans held for sale	611,136	4,414,906
Loans, net	211,979,401	219,113,940
Real estate owned	848,874	451,173
Bank owned life insurance	6,166,957	6,002,959
Accrued interest receivable	1,797,057	1,724,681
Investment in limited partnership	215,080	224,080
Premises and equipment, net	6,293,018	6,370,160
Goodwill, net of accumulated amortization	5,109,419	5,109,419
Other intangible assets	1,633,370	1,281,208
Other assets	1,122,744	1,145,555
	300,961,003	279,789,272
Total assets	\$ 300,961,003	\$ 279,789,272
LIABILITIES AND STOCKHOLDERS EQUITY		
Liabilities:		
Deposit accounts:		
Noninterest-bearing	\$ 10,689,588	\$ 9,335,727
Interest-bearing	190,423,721	168,266,933
Borrowings from Federal Home Loan Bank	65,692,071	70,076,863
Deferred federal income taxes	277,500	248,333
Accrued interest payable	844,599	993,783
Other liabilities	4,999,820	2,370,699
	272,927,299	251,292,338
Total liabilities	272,927,299	251,292,338
Stockholders equity:		
Common stock \$1 par value: Authorized 4,000,000 shares Issued and outstanding - 2,958,764 shares at June 30, 2002 and 3,101,534 shares at December 31, 2001	2,958,764	3,101,534
Additional paid-in capital	19,261,725	20,435,912
Retained earnings	5,813,215	4,959,488
	28,033,704	28,496,934
Total stockholders equity	28,033,704	28,496,934
	\$ 300,961,003	\$ 279,789,272
Total liabilities and stockholders equity	\$ 300,961,003	\$ 279,789,272

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30,	
	2002	2001
	(Unaudited)	
Interest income	\$ 4,293,422	\$ 5,184,735
Interest expense	2,038,574	2,752,812
	2,254,848	2,431,923
Provision for loan losses	235,125	193,098
	2,019,722	2,238,825
Noninterest income:		
Service charges and other fees	372,278	408,037
Commission income	282,656	197,465
Mortgage banking activities	274,659	389,009
Trust fee income	93,239	140,702
Increase in cash surrender value of life insurance	75,231	
Other income/(loss)	18,956	(4,336)
	1,117,019	1,130,877
Other expenses:		
Salaries and employee benefits	1,182,377	1,025,914
Office occupancy and equipment	313,851	385,588
Deposit insurance premiums	7,861	8,193
Deposit account expenses	46,267	56,265
Service bureau expense	157,206	134,770
Professional fees and services	113,012	65,014
Amortization of intangibles		143,733
Other	470,498	379,654
	2,291,072	2,199,131
Income before provision for federal income tax	845,670	1,170,571
Provision for federal income tax	239,385	386,604
	\$ 606,285	\$ 783,967
Basic earnings per share	\$ 0.20	\$ 0.25
Diluted earnings per share	\$ 0.20	\$ 0.25
Dividends declared per share	\$ 0.07	\$ 0.06

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Six Months Ended June 30,	
	2002	2001
	(Unaudited)	
Interest income	\$ 8,699,471	\$ 10,231,582
Interest expense	4,173,523	5,552,037
	4,525,948	4,679,545
Provision for loan losses	815,257	268,098
	3,710,691	4,411,447
Noninterest income:		
Service charges and other fees	741,378	828,092
Commission income	492,652	391,928
Mortgage banking activities	859,301	572,806
Trust fee income	250,777	285,947
Increase in cash surrender value of life insurance	163,998	
Other income/(loss)	23,625	3,820
	2,531,731	2,082,593
Other expenses:		
Salaries and employee benefits	2,297,960	2,077,390
Office occupancy and equipment	627,301	753,949
Deposit insurance premiums	16,016	16,820
Deposit account expenses	94,603	117,438
Service bureau expense	315,259	271,646
Professional fees and services	200,136	139,882
Amortization of intangibles		286,692
Other	894,594	813,539
	4,445,869	4,477,356
Income before provision for federal income tax	1,796,553	2,016,684
Provision for federal income tax	518,269	663,779
	\$ 1,278,284	\$ 1,352,905
Basic earnings per share	\$ 0.42	\$ 0.44
Diluted earnings per share	\$ 0.42	\$ 0.44
Dividends declared per share	\$ 0.14	\$ 0.12

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30	
	2002	2001
	(Unaudited)	
OPERATING ACTIVITIES:		
Net Income	1,278,284	1,352,905
Depreciation	294,484	353,228
Amortization of goodwill		286,692
Amort/accretion on securities	13,574	(447)
Gain on sale of loans	(429,214)	(262,053)
Proceeds from the sale of loans held for sale	38,289,024	29,877,124
Loans originated for sale	(34,056,040)	(31,535,620)
Loss on sale of fixed assets		75,818
Loss of equity of limited partnership	9,000	9,000
Income from bank owned life insurance	(163,998)	
Provision for loan losses	815,287	268,098
Increase in accrued interest/other assets	(799,428)	(490,002)
Increase in other liabilities	2,135,126	3,295,928
	7,386,099	3,230,671
NET CASH PROVIDED BY OPERATING ACTIVITIES:		
INVESTING ACTIVITIES:		
Net increase in interest-bearing deposits in banks	(21,480,822)	(5,719,988)
Proceeds from maturities of securities held-to-maturity	1,105,000	4,585,000
Purchases of securities held-to-maturity	(10,213,698)	(1,425,000)
Principal reductions of mortgage-backed securities	137,719	114,872
Purchase of Federal Home Loan Bank stock		(617,900)
Purchases of available for sale securities	(1,334,573)	(16,971,600)
Net decrease in loans	6,319,252	4,246,272
Purchase of premises and equipment	(217,342)	(149,843)
Proceeds from sale of fixed assets		275,000
	(25,684,464)	(15,663,187)
NET CASH USED IN INVESTING ACTIVITIES:		
FINANCING		
Net increase in demand, now and savings account deposits	4,613,937	4,373,782
Net increase in time deposits	18,896,712	2,754,075
Payments to FHLB	(20,401,560)	(12,049,706)
Advances from FHLB	16,016,768	16,000,000
Increase in advances for taxes and insurance	373,978	455,772
Stock redemption	(1,316,846)	
Cash dividends	(424,668)	(372,184)
	17,758,321	11,161,739
NET CASH PROVIDED BY FINANCING ACTIVITIES:		
NET INCREASE (DECREASE) IN CASH	(540,044)	(1,270,777)
BALANCE BEGINNING OF PERIOD:	\$ 10,629,027	\$ 11,697,647
BALANCE END OF PERIOD:	\$ 10,088,983	\$ 10,426,870

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note A: FINANCIAL STATEMENTS.

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 to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of Management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six month period ended June 30, 2002 are not necessarily indicative of the results that may be expected for the year ended December 31, 2002. For further information, refer to the consolidated financial statements and footnotes thereto included in the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2001.

Note B: ORGANIZATION AND ACCOUNTING POLICIES.

The following is a summary of the significant accounting policies followed in the preparation of the consolidated financial statements of Sturgis Bancorp and subsidiaries (individually and collectively referred to as Bancorp).

Organization

Bancorp is chartered as a financial holding company. Bancorp's primary asset is Sturgis Bank & Trust Company (Bank), a Michigan savings bank. The Bank, as a state-chartered stock savings bank and as a member of the Federal Home Loan Bank System (FHLB), is required to maintain an investment in the capital stock of the FHLB.

The Federal Deposit Insurance Corporation (FDIC) insures deposit accounts within certain limitations. A premium is required by the FDIC for the insurance of such accounts.

Table of Contents

**STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited), Continued.**

Note B: ORGANIZATION AND ACCOUNTING POLICIES, Continued.

Principles of Consolidation

The consolidated financial statements include the accounts of Bancorp, the Bank and all wholly-owned subsidiaries. All significant intercompany accounts and transactions are eliminated in consolidation.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

The allowance for loan losses is a material estimate that is particularly susceptible to change in the near term. While management uses available information to recognize losses on loans, future additions to the allowance or write-downs may be necessary based on changes in economic conditions. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance for loan losses. Such agencies could require Bancorp to recognize additions to the allowance or write-downs based on their judgment of information available to them at the time of their examination.

Securities

Debt securities that management has the positive intent and ability to hold to maturity are classified as held to maturity and recorded at amortized cost. Securities not classified as held to maturity or trading are classified as available for sale and recorded at fair value, with unrealized gains and losses excluded from earnings and reported as other comprehensive income.

Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. Gains and losses on the sale of securities are recorded on the trade date.

Loans

Substantially all of Bancorp's loan activity is with customers located in southwestern and southcentral lower Michigan with a major concentration in single-family residential lending.

Generally, loans are collateralized by real estate. Bancorp expects loans to be repaid from cash flow or proceeds from the sale of selected assets of the borrower. Bancorp's policy for requiring collateral is dependent upon management's credit evaluation of the borrower.

Table of Contents

**STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited), Continued.**

Note B: ORGANIZATION AND ACCOUNTING POLICIES, Continued.

Interest on loans is accrued and credited to income based upon the principal amount outstanding. The accrual of interest income is generally discontinued when a loan becomes 90 days past due as to principal or interest or when, in the opinion of management, full collection of principal or interest is unlikely. When a loan is in non-accrual status, interest income is recognized only to the extent of cash received and when the full collection of principal is not in doubt. Management may elect to continue the accrual of interest when the estimated fair value of collateral is sufficient to cover the principal balance and accrued interest.

Loan origination fees and certain direct loan origination costs are deferred and the net amount amortized as an adjustment of the related loan yield over the contractual life of the loans. Amortization of deferred amounts is suspended when a loan becomes non-accrual.

Loans Held for Sale

The Bank sells a portion of its mortgage loan production into the secondary market. Loans held for sale are carried at the lower of cost or market until sold. Whenever loan cost exceeds market value on a net aggregate basis, a valuation allowance is recorded.

Allowance For Possible Loan Losses

The allowance for possible loan losses is maintained at a level considered by management to be adequate to absorb losses inherent in existing loans and commitments. The adequacy of the allowance is based on evaluations that take into consideration such factors as prior loss experience, changes in the nature and volume of the portfolio, overall portfolio quality, loan concentrations, specific impaired or problem loans and commitments, and current economic conditions that may affect the borrower's ability to pay.

Office Properties and Equipment

Office properties and equipment are carried at cost, less accumulated depreciation. Depreciation is computed on the straight-line method based on the estimated useful lives of the related assets.

Real Estate Owned

Real estate owned includes properties acquired through foreclosure proceedings or by acceptance of a deed in lieu of foreclosure. Real estate owned is recorded at the lower of its cost or the estimated fair market value (as determined by recent appraisals) less estimated selling costs. Any write-down of the loan balance to estimated fair market value (less estimated selling costs) when the property is foreclosed is charged to the allowance for loan losses. Subsequent market write-downs, operating expenses and gains or losses on disposition of real estate owned are charged to current earnings.

Table of Contents

**STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited), Continued.**

Note B: ORGANIZATION AND ACCOUNTING POLICIES, Continued.

Investment In Limited Partnership

First Michiana Development Corporation, a wholly-owned subsidiary of the Bank, has an investment in a Michigan limited partnership, which is structured to generate low-income housing tax credits. The investment is accounted for using the equity method whereby Bancorp annually records its proportionate share of partnership losses as an adjustment to the carrying value of the investment.

Goodwill

Until adoption of FAS 142 in January of 2002, goodwill was amortized using accelerated methods over fifteen years. Beginning in January of 2002, the Bank no longer amortizes goodwill in accordance with FAS 142. On an ongoing basis, management assesses the recoverability of the goodwill. If an assessment of the goodwill indicates that its recoverability is impaired, a charge to expense is recorded for the amount of the impairment.

Mortgage Servicing Rights

Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. Capitalized servicing rights are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights by predominant characteristics, such as interest rates and terms. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum. There was no valuation allowance associated with capitalized servicing rights at June 30, 2002 or December 31, 2001.

Federal Income Taxes

Deferred tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited), Continued.

Note B: ORGANIZATION AND ACCOUNTING POLICIES, Continued.

Bancorp has qualified under provisions of the Internal Revenue Code, which permits it to deduct from taxable income a provision for bad debts in excess of such provision charged to income in the consolidated financial statements. Accordingly, retained earnings at June 30, 2002 includes approximately \$918,000 for which no provision for federal income taxes has been made. Unrecognized deferred taxes on this amount is approximately \$312,000. If, in the future, this portion of retained earnings is used for any purpose other than to absorb bad debt losses, federal income taxes would be imposed at the then applicable rates.

Statement of Cash Flows

For the purposes of the consolidated statements of cash flows, Bancorp considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

	Six Months Ended June 30,	
	2002	2001
Supplemental cash flow information:		
Cash paid during the periods for:		
Interest	\$ 4,322,707	\$ 5,576,411
Income taxes	520,071	820,000
Noncash investing and financing activities:		
Loans transferred to real estate owned	504,812	460,755
Tax benefit of stock options exercised		

Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding. Accordingly, for the three and six month periods ended June 30, 2002 the weighted average number of common shares used in the computation of basic earnings per share was 2,968,462 and 3,017,311, respectively. The weighted average number of common shares for the three and six month periods ended June 30, 2001 was 3,101,534.

Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding plus the dilutive effect of outstanding stock options. For the three and six month periods ended June 30, 2002 the weighted average number of common shares used in the computation of diluted earnings per share was 2,970,732 and 3,018,640, respectively. The weighted average number of common shares for the three and six month periods ended June 30, 2001 was 3,101,534.

Table of Contents

**STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited), Continued.**

Note B: ORGANIZATION AND ACCOUNTING POLICIES, Concluded.

Recent Accounting Pronouncements

In June 2001, Statement of Financial Accounting Standards No. 142 (FAS 142), *Goodwill and Other Intangible Assets* was issued and is effective for fiscal years beginning after December 15, 2001. Under FAS 142, identifiable intangible assets that meet certain criteria will continue to be amortized over their estimated useful lives. However, goodwill and non-identifiable intangible assets will no longer be amortized. Instead, these assets will be evaluated for impairment on an annual basis. If an asset is deemed to be impaired, the asset will be written down through an adjustment to current earnings. As a result of adopting FAS 142, Bancorp will no longer be amortizing goodwill.

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited), Continued.

Note C: LOANS RECEIVABLE, NET.

A summary of the balances of loans follows:

	June 30, 2002	December 31, 2001
	(Unaudited)	
Mortgage loans on real estate:		
Residential 1-4 family	\$ 142,596,743	\$ 151,766,803
Commercial	39,256,022	34,872,863
Construction loans residential	7,127,140	7,931,916
Construction loans commercial	330,000	440,000
	<u>189,309,905</u>	<u>195,011,582</u>
Commercial nonmortgage loans	13,386,810	12,906,602
Consumer and installment loans:		
Loans secured by deposits	510,003	571,739
Other consumer and installment	13,171,214	15,299,376
	<u>13,681,217</u>	<u>15,871,115</u>
Subtotal	216,377,932	223,789,299
Less:		
Allowance for possible loan losses	1,715,410	1,300,000
Unearned interest	21,720	26,013
Undisbursed portion of loans in process	2,680,410	3,257,555
Deferred loan fees	(27,009)	91,791
Loans receivable, net	<u>\$ 211,979,401</u>	<u>\$ 219,113,940</u>

Note D: DEPOSITS.

Interest-bearing deposits are summarized as follows:

	June 30, 2002	December 31, 2001
	(Unaudited)	
Passbook and statement savings	\$ 39,944,140	\$ 38,075,301
NOW accounts	50,798,158	49,406,921
Time:		
\$100,000 and over	32,015,043	15,096,975
Under \$100,000	67,666,380	65,687,736
Total interest-bearing deposits	<u>\$ 190,423,721</u>	<u>\$ 168,266,933</u>

Table of Contents

STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued.

Note E: ADVANCES FROM FEDERAL HOME LOAN BANK.

Advances from the Federal Home Loan Bank of Indianapolis (FHLB) are collateralized by FHLB stock, all non-employee residential mortgage loans, certain U.S. Treasury and agency securities and mortgage-backed securities issued or guaranteed by the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association or the Government National Mortgage Association. Bancorp had \$6,016,768 in short-term advances, including advances under a separate line of credit with the FHLB at June 30, 2002 at an interest rate of 2.22%. Total short-term advances, including advances under a separate line of credit with the FHLB, consisted of approximately \$6,000,000 at December 31, 2001 at an interest rate of 5.12% with an average balance for the year of approximately \$9,468,255 and an average interest rate of 5%.

In addition to advances received under a master Advances, Pledge and Security Agreement with the FHLB, the Bank also has an available line of credit with the FHLB that provides for additional funds of up to \$5,000,000 at June 30, 2002 and expires in March, 2003. Advances outstanding under the line of credit bear interest at a rate of approximately 50 basis points over the rate paid by the FHLB on their time deposits (an effective rate of 2.22% and 1.82% at June 30, 2002 and December 31, 2001, respectively).

Bancorp had \$59,675,303 and \$64,076,863 in long-term advances from FHLB at June 30, 2002 and December 31, 2001, respectively. Interest rates range from 4.20% to 7.34% with maturities ranging from October 2002 to February 2012.

Annual principal payments of FHLB long-term advances are as follows:

Twelve Months Ending June 30,	Amount
2003	\$ 5,643,280
2004	7,128,740
2005	2,557,211
2006	3,346,072
2007	
2008 and thereafter	41,000,000
Total	\$ 59,675,303

Table of Contents

**STURGIS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited),
Concluded**

Note F: CASH DIVIDENDS

Bancorp paid a cash dividend of \$.07 per share on its issued and outstanding common stock on June 17, 2002 to shareholders of record of May 17, 2002. Total dividends paid on June 17, 2002 were \$207,562.

Bancorp paid a cash dividend of \$.07 per share on its issued and outstanding common stock on March 29, 2002 to shareholders of record as of February 28, 2002. Total dividends paid on March 29, 2002 were \$217,107.

Note G: EMPLOYEE BENEFIT PLANS

The Bank has a Defined Contribution Plan and Trust/401(k). The plan permits eligible employees to contribute a percentage of their compensation with the Bank contributing 25% of the employee's pre-tax contribution, not to exceed 10% of the employee's total compensation, as defined in the agreement. The plan also permits the Bank to make discretionary contributions.

Table of Contents

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

Forward Looking Statements

This report contains statements that constitute forward-looking statements. These statements appear in several places in this report and include statements regarding intent, belief, outlook, objectives, efforts, estimates or expectations of Bancorp, primarily with respect to future events and the future financial performance of the Bancorp. Any such forward-looking statements are not guarantees of future events or performance and involve risks and uncertainties, and actual results may differ materially from those in the forward-looking statement. Factors that could cause a difference between an ultimate actual outcome and a preceding forward-looking statement include, but are not limited to, changes in interest rates and interest rate relationships; demand for products and services; the degree of competition by traditional and non-traditional competitors; changes in banking laws and regulations; changes in tax laws; changes in prices, levies, and assessments; the impact of technological advances; government and regulatory policy changes; the outcome of any pending and future litigation and contingencies; trends in consumer behavior and ability to repay loans; and changes of the world, national and local economies. The Bancorp undertakes no obligation to update, amend or clarify forward-looking statements as a result of new information, future events, or otherwise.

Financial Condition

Assets. Bancorp's total assets at June 30, 2002 were \$301.0 million compared to \$279.8 million at December 31, 2001, an increase of \$21.2 million or 7.6%.

Loans held for sale. The decrease of \$3.8 million in loans held for sale from December 31, 2001 to June 30, 2002 is due the slower pace of loan sale activity on those dates. Loans held for sale typically are sold within two weeks of origination.

Loans. Bancorp's net loans decreased to \$212.0 million at June 30, 2002 from \$219.1 million at December 31, 2001. This decrease was due to unusually high mortgage loan refinances. Adjustable-rate mortgage loans were refinanced into fixed-rate mortgages to lock in low rates. Bancorp sells long-term, fixed-rate, residential mortgages in the secondary market, so the net loans decreased. The composition of Bancorp's loan portfolio continued to shift from residential mortgages to commercial mortgages. The commercial mortgage portfolio increased to \$39.3 million, or 18.4% of gross loans, at June 30, 2002, compared to \$34.9 million, or 15.6% of gross loans, at December 31, 2001. During the first six months of 2002 and 2001, Bancorp sold residential originations of fixed-rate mortgages with terms of 10 years or greater into the secondary market. The demand for fixed-rate mortgage loans was higher in 2002 than 2001 due to lower interest rates. The proceeds from the sale of loans (fixed-rate, residential mortgages) were \$38.3 million and \$29.9 million for the six months ended June 30, 2002 and 2001, respectively. The mortgage loans originated for sale (\$34.1 million during the six months ended June 30, 2002 and \$31.5 million during the six months ended June 30, 2001) were primarily funded by the secondary mortgage market sales. Management does not anticipate heavy refinance and sale activity to continue throughout the remainder of 2002. At June 30, 2002, total outstanding loan commitments were \$15.6 million and \$16.4 million on fixed and variable-rate loans, respectively. The Bank will fund these loan commitments with interest-bearing deposits, other short-term investments, maturing assets, and additional FHLB borrowings, if needed. The decision to sell fixed-rate mortgages with original maturities of 10 years or greater protects Bancorp from the

Table of Contents

interest rate risk inherent in holding these longer fixed-rate loans and provides a source of liquidity to fund loan demand.

Mortgage loans serviced for others increased by \$21.7 million to \$156.5 million at June 30, 2002 from \$134.8 million at December 31, 2001. The entire servicing portfolio consists of loans originated by the Bank and sold in the secondary mortgage market with servicing retained by Bancorp. Bancorp has not purchased any mortgage servicing rights.

Allowance for loan losses. The Bank makes provisions for loan losses in accordance with the changes in the credit risk of the loan portfolio. The provisions are based on the historic loss experience of the Bank, adjusted for the increasing credit risk inherent in the growing commercial loan portfolio. The Bank makes general provisions by loan category; residential mortgages, nonresidential mortgages, commercial loans, home equity loans, second mortgages, consumer loans and deposit account loans. Commercial loans and nonresidential mortgages are graded on an 8-point scale, based on the credit quality. Loan grades are reviewed at least annually. The grade of the loan determines the allowance for losses. Loans graded 6 or higher are reviewed for specific reserves, determined by management's assessment of risk.

The Bank maintains general reserves against possible loan losses, calculated as a percentage of total loans based on historic loss experience. The following table provides an analysis of the allowance for loan losses:

	Six Months Ended June 30, 2002	For the year ended December 31,		
		2001	2000	1999
Balance at the beginning of the period	1,300,000	\$ 803,744	\$ 730,000	\$ 686,896
Charge-offs:				
Real estate construction				
Real estate mortgage	(275,728)	(269,130)	(626,377)	(15,000)
Commercial and Installment loans	(163,588)	(338,087)	(212,123)	(127,890)
Total charge-offs	(439,316)	(607,217)	(838,500)	(142,890)
Recoveries:				
Real estate construction				
Real estate mortgage		21,344	563,235	3,000
Commercial and Installment loans	39,470	25,935	40,009	78,994
Total recoveries	39,470	47,279	603,244	81,994
Net charge-offs	(399,846)	(559,938)	(235,256)	(60,896)
Provision for loan losses	815,257	1,056,194	309,000	104,000
Balance at the end of the period	\$ 1,715,411	\$ 1,300,000	\$ 803,744	\$ 730,000
Ratio of net charge-offs during the period to average loans outstanding during the period	0.18%	0.25%	0.11%	0.03%
Allowance for loan losses to total loans	0.81%	0.58%	0.36%	0.35%
Nonperforming assets to total assets	1.74%	1.55%	0.86%	0.80%
Allowance for loan losses to nonperforming assets	32.75%	29.91%	34.50%	36.50%

Edgar Filing: STURGIS BANCORP INC - Form 10-Q

Table of Contents

The following table shows the allocation of the allowance for loan losses at the dates indicated by loan type:

	June 30, 2002		December 31, 2001		December 31, 2000		December 31, 1999	
	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans
Real estate construction	61,569	3.52%	34,737	2.33%	23,871	1.74%		2.36%
Real estate mortgage	892,474	85.79%	762,112	84.53%	373,397	84.22%	360,518	84.07%
Other loans	761,368	10.69%	503,150	13.13%	406,476	14.04%	369,482	13.57%
Total allowance for loan losses	\$ 1,715,411	100.00%	\$ 1,300,000	100.00%	\$ 803,744	100.00%	\$ 730,000	100.00%

Loans in nonaccrual status at June 30, 2002 consisted of residential and commercial real estate loans, for which foreclosure has begun or full collection of the loan is questionable. The following table presents the aggregate amount of troubled loan categories as of the end of the period indicated:

	Six Months Ended June 30, 2002	At December 31,		
		2001	2000	1999
Past due - 90 days or greater	1,535,310	\$ 1,073,625	\$ 1,314,288	\$ 1,142,680
Nonaccrual loans	2,854,291	2,821,965	911,610	487,574
Real estate owned	848,874	451,173	103,500	369,952
Total nonperforming assets	5,238,475	4,346,763	2,329,398	2,000,206
Restructured assets	852,564	1,381,920	1,030,858	514,746
Total troubled assets	\$ 6,091,040	\$ 5,728,683	\$ 3,360,256	\$ 2,514,952
Ratio of troubled assets to total loans	2.87%	2.61%	1.50%	1.22%
Ratio of troubled assets to total assets	2.02%	2.05%	1.24%	1.00%

Interest-bearing Deposits in Banks. Interest-bearing deposits in banks were \$36.5 million at June 30, 2002, compared to \$15.0 million at December 31, 2001, an increase of \$21.5 million. During the six months ended June 30, 2002, the strong refinancing (caused by lower residential mortgage rates) provided funds for increased overnight investments at FHLB. In addition, Bancorp invested in \$100,000 certificates of deposit in domestic financial institutions. These certificates of deposit were primarily funded with increases in deposit accounts.

Securities Available-for-sale. Securities available-for-sale were \$1.6 million at June 30, 2002, compared to \$259,735 at December 31, 2001, an increase of \$1.3 million. This increase is primarily due to Bancorp's purchase of shares in a mutual fund investing in adjustable-rate

mortgages.

Securities Held-to-Maturity. Investment securities consisting of U.S. Treasury and agency securities, municipal obligations, and mortgage-backed securities were \$12.9 million at

Table of Contents

June 30, 2002 compared to \$3.9 million at December 31, 2001, an increase of \$9.0 million. This increase was due to the purchase of municipal securities and small business administration pool securities.

Goodwill, net of Accumulated Amortization. Goodwill, net of accumulated amortization was \$5.1 million at June 30, 2002 and at December 31, 2001. Because the Bank adopted FAS 142 effective January 2002, the Bank recognized no amortization expense for the six months ended June 30, 2002 (see Goodwill disclosure in Accounting Policies). The Bank recorded amortization expense of \$286,692 for the six months ended June 30, 2001.

Deposits and Borrowed Funds. Deposits were \$201.1 million at June 30, 2002 compared to \$177.6 million at December 31, 2001, an increase of \$23.5 million or 13.2%. The increase is primarily in certificates of deposit. The Bank positioned itself to increase net interest income in a rising interest rate environment by extending liability maturities in the historically low interest rate market.

The Bank's certificates of deposit increased from \$80.8 million at December 31, 2001 to \$99.7 million at June 30, 2002. Bancorp accepted brokered certificates of deposit of \$7.0 million. The Bank will continue to manage the rates offered on its time deposits and use borrowed funds when that strategy enhances net interest income.

The Bank has an available line of credit with FHLB, which provides for advances up to \$5.0 million and matures on March 1, 2003. All borrowings from FHLB are collateralized by FHLB stock, certain investment securities, and substantially all mortgage loans. There was an advance on the line of credit of \$17,000 at June 30, 2002. There was no advance on the line of credit at December 31, 2001.

Long-term advances were \$59.7 million at June 30, 2002 compared to \$64.1 million at December 31, 2001 a decrease of \$4.4 million. Bancorp had short-term advances of \$6.0 million at June 30, 2002 and \$6.0 million at December 31, 2001.

Table of Contents

Liquidity

Bancorp maintains certain levels of liquid assets (the most liquid of which are cash and cash equivalents and investment securities) in order to meet demands from loan commitments, savings withdrawals and other obligations. Bancorp manages liquidity by maintaining a portion of its liquid assets in overnight accounts and by keeping various maturities in its portfolio of investment securities. The primary sources of liquidity are loan repayments and sales, maturing investments, deposit accounts, and FHLB borrowings.

For the six month periods ended June 30, 2002 and 2001, net cash decreased by \$540,000 and \$1.3 million, respectively. Comparing the cash flows for the two periods, the \$4.2 million increase in cash provided by operating activities primarily relates to loan sales and loans originated for sale. The \$10.0 million increase in cash used in investing activities resulted primarily from the net changes in short-term interest-bearing deposits in FDIC-insured financial institutions and investment activity. The \$6.6 million increase in cash provided by financing activities is due to deposit growth, payments of borrowings from FHLB and stock repurchase.

Bancorp's liquidity ratio (liquid assets to net withdrawable deposits plus short-term borrowings) was 23.39% at June 30, 2002 and 12.97% at December 31, 2001.

Capital Resources

The stockholders' equity of Bancorp was \$28.0 million at June 30, 2002 compared to \$28.5 million at December 31, 2001, a decrease of \$463,230 or 1.6%. During January 2002, the Board of Bancorp approved a program to repurchase up to 10 percent of Bancorp's issued and outstanding common stock in the open market and in privately negotiated transactions. Through June 30, 2002, Bancorp has redeemed 142,770 shares at a total redemption price of approximately \$1.3 million. The program authorizes purchases of an additional 167,383 shares at market prices. If purchased at the closing price of June 30, 2002, the additional repurchase would be approximately \$1.8 million.

The Federal Reserve Board (FRB) has adopted risk-based capital guidelines applicable to Bancorp. These guidelines require that financial holding companies, such as Bancorp, maintain capital commensurate with both on and off balance sheet credit risks of their operations. Under the guidelines, a financial holding company must have a minimum ratio of total capital to risk-weighted assets of 8.0%.

In addition, a financial holding company must maintain a minimum ratio of Tier 1 capital equal to 4.0% of risk-weighted assets. Tier 1 capital includes common stockholders equity, qualifying perpetual preferred stock and minority interest in equity accounts of consolidated subsidiaries less goodwill.

As a supplement to the risk-based capital requirements, the FRB has also adopted leverage capital ratio requirements. The leverage ratio requirements establish a minimum ratio of Tier 1 capital to total assets, less goodwill, of 3% for the most highly rated financial holding companies. All other financial holding companies are required to maintain additional Tier 1 capital yielding a leverage ratio of 4%-5%, depending on the particular circumstances and risk profile of the institution.

Table of Contents

The following table summarizes the capital ratios of Bancorp at June 30, 2002 and the Bank at December 31, 2001 (prior to the formation of Bancorp):

	<u>June 30, 2002</u>	<u>December 31, 2001</u>
Equity to assets	9.3%	10.2%
Tier I leverage	8.2%	8.6%
Risk-based:		
Tier I Capital	11.9%	12.6%
Total Capital	12.7%	13.3%

Results of Operations

Bancorp reported net income of \$606,285 or \$0.20 per share for the three months ended June 30, 2002 compared to net income of \$783,967 or \$0.25 per share for the three months ended June 30, 2001. Bancorp reported net income of \$1,278,284 or \$0.42 per share for the six months ended June 30, 2002 compared to net income of \$1,352,905 or \$0.44 per share for the six months ended June 30, 2001.

Net Interest Income

Three Months Ended June 30, 2002 Compared to Three Months Ended June 30, 2001. Net interest income decreased \$177,075 to \$2.2 million from \$2.4 million. This decrease was caused by the decrease in average interest-earning assets to \$257.2 million for the three months ended June 30, 2002, compared to \$259.6 million for the three months ended June 20, 2001 and the increase in average interest-paying liabilities to \$255.3 million for the three months ended June 30, 2002, compared to \$252.5 million for the three months ended June 30, 2001. The decrease in market interest rates to historically low levels also contributed to the decrease in net interest income.

Six Months Ended June 31, 2002 Compared to Six Months Ended June 30, 2001. Net interest income decreased \$153,597 to \$4.5 million from \$4.7 million. An increase in average interest-earning assets to \$254.1 million for the six months ended June 30, 2002, compared to \$252.5 million for the six months ended June 20, 2001, partially offset the increase in interest-paying liabilities to \$252.6 million for the six months ended June 30, 2002, compared to \$246.6 million for the six months ended June 30, 2001. The decrease in market interest rates to historically low levels also contributed to the decrease in net interest income.

Provision for Loan Losses

Three Months Ended June 30, 2002 Compared to Three Months Ended June 30, 2001. The provision for loan losses was \$235,125 for the quarter ended June 30, 2002 and \$193,098 for the quarter ended June 30, 2001. The increase is due to the depressed economy, which has increased past due and classified loans, and Bancorp's gradually changing portfolio to include more commercial loans. The provision for loan losses was based upon management's assessment of relevant factors, including types and amounts of non-performing loans, historical and anticipated loss experience on such types of loans, and current and projected economic conditions.

Six Months Ended June 30, 2002 Compared to Six Months Ended June 30, 2001. The provision for loan losses was \$815,257 for the six months ended June 30, 2002 and \$268,098 for

Table of Contents

the six months ended June 30, 2001. The increase is due to the depressed economy, which has increased past due and classified loans, and Bancorp's gradually changing portfolio to include more commercial loans.

The provision for loan losses, net of charge-offs and recoveries, for the six months ended June 30, 2002 increases the allowance as a percentage of total loans from 0.58% at December 31, 2001 to 0.81% at June 30, 2002.

Noninterest Income

Three Months Ended June 30, 2002 Compared to Three Months Ended June 30, 2001. Noninterest income was \$1.1 million for the three months ended June 30, 2002 compared to \$1.1 million for the three months ended June 30, 2001, a decrease of \$13,858 or 1.2%. Several components of noninterest income lead to the overall change between the three month periods ended June 30, 2002 and 2001. Income from mortgage banking activities (net) was \$274,659 for the three months ended June 30, 2002 and \$389,009 for the three months ended June 30, 2001. This decrease is due to the decrease in loan sales during the second quarter of 2002 compared to the same time in 2001. Commission income was \$282,656 for the three months ended June 30, 2002 as compared to \$197,465 for the three months ended June 30, 2001. This increase is due to growth in account relationships at Oalkeaf Financial Services, Inc., the Bank's wholly-owned investment subsidiary. Trust fee income decreased by \$47,463 from \$140,702 for the three months ended June 30, 2001 to \$93,239 for the three months ended June 30, 2002 due to depressed market conditions. Finally, during the three months ended June 30, 2002, Bancorp recognized an increase in cash surrender value of life insurance totaling \$75,231 as compared to \$0 for the same period in the prior year related to insurance policies on key personnel that were purchased in December 2001.

Six Months Ended June 30, 2002 Compared to Six Months Ended June 30, 2001. Noninterest income was \$2.5 million for the six months ended June 30, 2002 compared to \$2.1 million for the six months ended June 30, 2001, an increase of \$449,138 or 21.6%. The major component of this increase was mortgage banking activities, net of amortization of originated mortgage servicing rights. Income from mortgage banking activities (net) was \$859,301 for the six months ended June 30, 2002 and \$572,806 for the six months ended June 30, 2001. This increase is due to the increase in loan sales, caused by the lower interest rates on fixed-rate residential mortgages. Management does not anticipate the heavy refinance and sale activity to continue throughout the remainder of 2002. Other significant changes in noninterest income for the six months ended June 30, 2002 as compared to the six months ended June 30, 2001 include an increase in commission income of \$100,724 and an increase in cash surrender value of life insurance totaling \$163,998. The reasons for these changes are the same as noted above for the three month periods ended June 30, 2002 and 2001.

Noninterest Expense

Three Months Ended June 30, 2002 Compared to Three Months Ended June 30, 2001. Noninterest expense was \$2.3 million for the three months ended June 30, 2002 compared to \$2.2 million for the three months ended June 30, 2001, an increase of \$91,941. The primary components of this increase were salaries and employee benefits and professional fees and services. The salaries and employee benefits increased by \$156,463 and professional fees and services increased by \$47,998. Goodwill amortization expense was not recognized in 2002, due to adoption of FAS 142. Amortization expense for the three months ended June 30, 2001 was

Table of Contents

\$143,733.

Six Months Ended June 30, 2002 Compared to Six Months Ended June 30, 2001. Noninterest expense was \$4.4 million for the six months ended June 30, 2002 compared to \$4.5 million for the six months ended June 30, 2001, a decrease of \$31,487. The primary component of this decrease was amortization of intangibles. Amortization expense was not recognized in 2002, due to adoption of FAS 142. Amortization expense for the six months ended June 30, 2001 was \$286,692. The largest component of noninterest expense is salaries and employee benefits. The increase of \$220,570 in salaries and employee benefits is due to salary adjustments and cost of living increases, which took effect January 2002.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information concerning quantitative and qualitative disclosures about market risk contained under the captions *Asset/Liability Management* and *Effect of Interest Rate Fluctuations* on pages 13 through 17 (inclusive) of Sturgis Bank & Trust's Annual Report to Shareholders for the year ended December 31, 2001 is herein incorporated by reference. Such Annual Report was previously filed as Exhibit 13.1 to Sturgis Bank & Trust's Annual Report on Form 10-K for the year ended December 31, 2001. This Form 10-K was filed by Sturgis Bancorp, Inc. as the successor issuer to Sturgis Bank & Trust Company pursuant to paragraph (g) of Rule 12g-3 under the Securities Exchange Act of 1934.

Copies of the Bank's filings with the FDIC under the Securities Exchange Act of 1934 can be obtained from Sturgis Bank & Trust Company by contacting Leonard L. Eishen at Sturgis Bank & Trust Company, 113-125 E. Chicago Road, Sturgis, Michigan 49091, telephone number (616) 651-9345 or, for a nominal fee, from Ms. Marcia Fields at the FDIC, telephone number (202) 898-8913 or fax number (202) 898-3909. Filings of Bancorp can be obtained from Bancorp by contacting Leonard L. Eishen at Sturgis Bancorp, Inc., 113-125 E. Chicago Road, Sturgis, Michigan 49091, telephone number (616) 651-9345 or through the Securities and Exchange Commission Edgar System at www.sec.gov.

Asset/Liability Management

The primary component of Bancorp's earnings is net interest income. Bancorp's asset/liability management strategy is to maximize net interest income over time by reducing the impact of fluctuating interest rates. This is accomplished by matching the mix and maturities of its assets and liabilities. At the same time Bancorp's asset/liability strategies for managing interest rate risk must also accommodate customer demands for particular types of deposit and loan products. Bancorp uses various asset/liability management techniques in an attempt to maintain a profitable mix of financial assets and liabilities, provide deposit and loan products that meet the needs of its market area, and maintain control over interest rate risk resulting from changes in interest rates.

Strategies employed by Bancorp to manage the rate sensitivity of its assets include origination of adjustable rate mortgage and consumer loans and purchase of adjustable rate and short-term fixed rate investments. Bancorp also attempts to reduce the rate sensitivity of its liabilities by emphasizing core deposits, which are less sensitive to changes in interest rates, attracting longer term certificates of deposits when the market permits, and using long term Federal Home Loan Bancorp advances when such rates are competitive. Management will continue to monitor the impact of its borrowings and lending policies on Bancorp's sensitivity to interest rate fluctuations.

Bancorp faces market risk to the extent that both earnings and the fair values of its financial instruments are affected by changes in interest rates. Bancorp manages this risk with static GAP analysis and simulation modeling. Throughout the first three months of 2002, the results of these measurement techniques were within Bancorp's policy guidelines. Bancorp does not believe that there have been material changes in the nature of Bancorp's primary market risk exposures, including the categories of market risk to which Bancorp is exposed and the particular markets that present the primary risk of loss to Bancorp. As of the date of this Form 10-Q Quarterly Report, Bancorp does not know of or expect any material change in the general nature of its primary market risk exposure in the near term.

Table of Contents

The methods by which Bancorp manages its primary market risk exposures, as described in the sections of its annual report incorporated by reference in response to this item, have not changed materially during the current year. As of the date of this Form 10-Q Quarterly Report, Bancorp does not expect to change those methods in the near term. However, Bancorp may change those methods in the future to adapt to changes in circumstances or to implement new techniques.

Bancorp's market risk exposure is mainly comprised of its vulnerability to interest rate risk. Prevailing interest rates and interest rate relationships in the future will be primarily determined by market factors, which are outside of Bancorp's control. All information provided in response to this item consists of forward-looking statements. Reference is made to the section captioned "Forward Looking Statements" at the end of Management's Discussion and Analysis of Financial Condition and Results of Operations in this Form 10-Q Quarterly Report for a discussion of the limitations on Bancorp's responsibility for such statements.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no material legal proceedings other than the ordinary routine proceedings of Bancorp.

ITEM 2. CHANGES IN SECURITIES

The information contained in the section captioned "Market Information" in the 2001 Annual Report to Stockholders is incorporated herein by reference. Such Annual Report was previously filed as Exhibit 13.1 to Sturgis Bank & Trust's Annual Report on Form 10-K for the year ended December 31, 2001. This Form 10-K was filed by Sturgis Bancorp, Inc. as the successor issuer to Sturgis Bank & Trust Company pursuant to paragraph (g) of Rule 12g-3 under the Securities Exchange Act of 1934. In addition to the information incorporated by reference, there have been no sales of unregistered securities by Bancorp during the six months ended June 30, 2002.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of stockholders was held on April 30, 2002. Two matters were voted at the Meeting.

Election of Directors

Mr. Raymond H. Dresser, Jr., Mr. Leonard L. Eishen and Mr. Lawrence A. Franks were elected to the Board of Directors for three (3) year terms expiring in 2005. The certified shares for the election of Raymond H. Dresser, Jr., were 2,494,779. The certified shares for the election of Leonard L. Eishen were 2,497,441. The certified shares for the election of Lawrence A. Franks were 2,495,091. The other Directors whose terms of office continued after the Meeting were Eric L. Eishen, Donald L. Frost, James A. Goethals, Gary J. Malloy, and Philip G. Ward.

Ratification of the appointment of Independent Public Accountants

The Board of Directors appointed Plante & Moran, LLP as Independent Public Accountants for the year ending December 31, 2002. The certified shares voted at the Meeting ratified this appointment with 2,486,766 shares voting in favor of the appointment, 9,932 shares voting against, and 130,055 shares abstaining. The appointment was approved.

ITEM 6. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Exhibit Listing

Exhibit Number	Description
2.1	Plan of Reorganization and Merger Agreement (1)
2.2	Consolidation Agreement (1)
3.1	Articles of Incorporation of Sturgis Bancorp, Inc. (1)
3.2	Bylaws of Sturgis Bancorp, Inc. (1)

Table of Contents

\

10.1	Sturgis Federal Savings Bank Non-Employee Director Stock Option Plan (2)
10.2	Sturgis Federal Savings Bank Director Stock Option Plan (2)
10.3	Sturgis Federal Savings Bank Employee Stock Option Plan (3)
10.4	Employment Agreement with Eric L. Eishen
10.5	Employment Agreement with Brian P. Hoggatt
10.6	Employment Agreement with David E. Watters
10.7	Employment Agreement with Ronald W. Scheske
13.1	Annual Report to Stockholders (4)
21	Subsidiaries of Registrant (4)
23	Consents of Independent Auditors (4)
99.1	Certification of the CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.2	Certification of the CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

- (1) Incorporated by reference from the Proxy Statement dated November 21, 2001 of Sturgis Bank & Trust Company.
- (2) Incorporated by reference from 1994 Form 10-KSB of Sturgis Federal Savings Bank, the predecessor of Sturgis Bank & Trust Company.
- (3) Incorporated by reference from 1995 Form 10-KSB of Sturgis Federal Savings Bank, the predecessor of Sturgis Bank & Trust Company.
- (4) Incorporated by reference from 2001 Form 10-K for Sturgis Bancorp, Inc.

(b) Reports on Form 8-K

During the first quarter of 2002, there was one report filed on Form 8-K, on February 4, 2002, announcing the deemed registration of the Bancorp stock under Section 12(g) of the Securities Exchange Act of 1934 pursuant to Rule 12g-3(a). Bancorp filed no reports on Form 8-K during the quarter ended June 30, 2002.

Table of Contents

SIGNATURES

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

STURGIS BANCORP, INC.
(Registrant)

Date	<u>August 13, 2002</u>	/s/ Leonard L. Eishen _____
		Leonard L. Eishen, President and Chief Executive Officer
Date	<u>August 13, 2002</u>	/s/ Brian P. Hoggatt _____
		Brian P. Hoggatt, Secretary/Treasurer

Table of Contents

Exhibit Index

Exhibit No.	Description
10.4	Employment Agreement with Eric L. Eishen
10.5	Employment Agreement with Brian P. Hoggatt
10.6	Employment Agreement with David E. Watters
10.7	Employment Agreement with Ronald W. Scheske
99.1	Certification of the CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.2	Certification of the CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002