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PEAPACK GLADSTONE FINANCIAL CORP

Form 10-Q

November 07, 2006

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

FORM 10-Q

(MARK ONE)

☒ [X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 For the Quarter Ended September 30, 2006

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 No. 001-16197

PEAPACK-GLADSTONE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

New Jersey	22-3537895
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)

158 Route 206 North,
Gladstone, New Jersey 07934
(Address of principal executive offices, including zip code)

(908) 234-0700
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ [X] No ☐ [].

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

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Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐

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

Number of shares of Common Stock outstanding as of November 1, 2006:
8,261,062

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PEAPACK-GLADSTONE FINANCIAL CORPORATION PART 1 FINANCIAL INFORMATION

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Item 1. Financial Statements (Unaudited)

PEAPACK-GLADSTONE FINANCIAL CORPORATION CONSOLIDATED STATEMENTS OF CONDITION (Dollars in thousands) (Unaudited)

	September 30, 2006	December 31, 2005
	-----	-----
ASSETS		
Cash and due from banks	\$ 22,768	\$ 19,573

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Federal funds sold	2,640	2,631
Interest-earning deposits	1,180	1,295
	-----	-----
Total cash and cash equivalents	26,588	23,499
Investment securities held to maturity (approximate market value \$61,946 in 2006 and \$77,286 in 2005)	62,625	78,084
Securities available for sale	276,265	341,584
Loans:		
Loans secured by real estate	816,512	728,122
Other loans	44,827	40,351
	-----	-----
Total loans	861,339	768,473
Less: Allowance for loan losses	6,629	6,378
	-----	-----
Loans, net	854,710	762,095
Premises and equipment, net	23,562	21,412
Accrued interest receivable	5,215	4,828
Cash surrender value of life insurance	18,501	17,957
Other assets	4,728	5,924
	-----	-----
TOTAL ASSETS	\$ 1,272,194	\$ 1,255,383
	=====	=====
LIABILITIES		
Deposits:		
Noninterest-bearing demand deposits	\$ 175,401	\$ 185,854
Interest-bearing deposits:		
Checking	129,056	176,175
Savings	76,922	90,744
Money market accounts	332,821	281,068
Certificates of deposit over \$100,000	133,655	93,903
Certificates of deposit less than \$100,000	238,679	214,252
	-----	-----
Total deposits	1,086,534	1,041,996
Other borrowings	44,500	77,500
Federal Home Loan Bank Advances	30,404	31,705
Accrued expenses and other liabilities	7,287	5,027
	-----	-----
TOTAL LIABILITIES	1,168,725	1,156,228
	-----	-----
SHAREHOLDERS' EQUITY		
Common stock (no par value; \$0.83 per share; authorized 20,000,000 shares; issued shares, 8,484,774 at September 30, 2006 and 8,473,718 at December 31, 2005; outstanding shares, 8,260,209 at September 30, 2006 and 8,284,715 at December 31, 2005)	7,070	7,061
Surplus	89,212	88,973
Treasury stock at cost, 224,565 shares in 2006 and 189,003 shares in 2005	(4,946)	(4,022)
Retained earnings	13,879	10,100
Accumulated other comprehensive loss, net of income tax	(1,746)	(2,957)
	-----	-----
TOTAL SHAREHOLDERS' EQUITY	103,469	99,155
	-----	-----
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	\$ 1,272,194	\$ 1,255,383
	=====	=====

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See accompanying notes to consolidated financial statements.

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PEAPACK-GLADSTONE FINANCIAL CORPORATION CONSOLIDATED STATEMENTS OF INCOME (Dollars in thousands, except share data) (Unaudited)

	Three months ended September 30,		Nine months September	
	2006	2005	2006	
INTEREST INCOME				
Interest and fees on loans	\$ 13,040	\$ 10,282	\$ 36,235	\$
Interest on investment securities:				
Taxable	251	350	825	
Tax-exempt	336	296	1,035	
Interest on securities available for sale:				
Taxable	3,758	3,217	11,399	
Tax-exempt	88	90	262	
Interest-earning deposits	21	8	42	
Interest on federal funds sold	30	23	102	
Total interest income	17,524	14,266	49,900	
INTEREST EXPENSE				
Interest on savings and interest-bearing deposit accounts	3,794	2,333	9,430	
Interest on certificates of deposit over \$100,000	1,520	716	3,796	
Interest on other time deposits	2,719	1,591	7,232	
Interest on borrowed funds	1,636	864	4,834	
Total interest expense	9,669	5,504	25,292	
NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES	7,855	8,762	24,608	
Provision for loan losses	64	150	264	
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	7,791	8,612	24,344	
OTHER INCOME				
Trust department income	1,872	1,895	6,195	
Service charges and fees	503	466	1,463	
Bank owned life insurance	210	201	622	
Securities (losses)/gains	(1,837)	216	(1,781)	
Other income	167	161	593	
Total other income	915	2,939	7,092	
OTHER EXPENSES				

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Salaries and employee benefits	3,908	3,775	11,700
Premises and equipment	1,792	1,695	5,211
Other expenses	1,571	1,391	4,804
	-----	-----	-----
Total other expenses	7,271	6,861	21,715
	-----	-----	-----
INCOME BEFORE INCOME TAX EXPENSE	1,435	4,690	9,721
Income tax expense	44	1,475	2,389
	-----	-----	-----
NET INCOME	\$ 1,391	\$ 3,215	\$ 7,332
	=====	=====	=====
EARNINGS PER SHARE			
Basic	\$ 0.17	\$ 0.39	\$ 0.89
Diluted	\$ 0.17	\$ 0.38	\$ 0.88
Average basic shares outstanding	8,260,047	8,300,574	8,269,966
Average diluted shares outstanding	8,373,440	8,417,581	8,379,264

See accompanying notes to consolidated financial statements.

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PEAPACK-GLADSTONE FINANCIAL CORPORATION CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Dollars in thousands) (Unaudited)

	Nine Months Ended September 30,	
	2006	2005
	-----	-----
Balance, beginning of period	\$ 99,155	\$ 94,669
Comprehensive income:		
Net income	7,332	10,136
Unrealized holding gains/(losses) on securities arising during the period, net of tax	2,405	(3,155)
Less: reclassification adjustment for (losses)/gains included in net income, net of tax	(1,194)	358
	-----	-----
	1,211	(3,513)
	-----	-----
Total comprehensive income	8,543	6,623
Common stock options exercised	176	598
Purchase of treasury stock	(924)	(763)
Cash dividends declared	(3,553)	(2,984)
Stock-based compensation expense	43	--

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Tax benefit on disqualifying and nonqualifying exercise of stock options	29	331
	-----	-----
Balance, September 30,	\$ 103,469	\$ 98,474
	=====	=====

See accompanying notes to consolidated financial statements.

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PEAPACK-GLADSTONE FINANCIAL CORPORATION CONSOLIDATED STATEMENTS OF CASH FLOWS (Dollars in thousands) (Unaudited)

	Nine Months Ended September 30,	
	2006	2005
	-----	-----
OPERATING ACTIVITIES:		
Net income:	\$ 7,332	\$ 10,136
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,539	1,474
Amortization of premium and accretion of discount on securities, net	406	817
Provision for loan losses	264	478
Losses/(Gains) on security sales	1,781	(170)
Gain on loans sold	(3)	(13)
Gain on disposal of fixed assets	(16)	(28)
Increase in cash surrender value of life insurance, net	(544)	(527)
Increase in accrued interest receivable	(387)	(473)
Decrease/(increase) in other assets	392	(2,182)
Increase in accrued expenses and other liabilities	2,180	2,112
	-----	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES	12,944	11,624
	-----	-----
INVESTING ACTIVITIES:		
Proceeds from maturities of investment securities	17,816	31,277
Proceeds from maturities of securities available for sale	53,744	31,344
Proceeds from calls of investment securities	--	4,685
Proceeds from calls of securities available for sale	6,000	7,000
Proceeds from sales of securities available for sale	60,330	34,800
Purchase of investment securities	(2,463)	(18,087)
Purchase of securities available for sale	(54,820)	(41,349)
Proceeds from sales of loans	622	2,316
Purchase of loans	(26,774)	(108,339)
Net increase in loans	(66,724)	(73,842)
Purchases of premises and equipment	(3,689)	(2,817)
Disposal of premises and equipment	16	47
	-----	-----
NET CASH USED IN INVESTING ACTIVITIES	(15,942)	(132,965)
	-----	-----

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FINANCING ACTIVITIES:

Net increase in deposits	44,538	108,411
Net (decrease)/increase in other borrowings	(33,000)	45,000
Repayments of Federal Home Loan Bank advances	(1,301)	(1,261)
Stock-based compensation	43	--
Cash dividends paid	(3,474)	(2,730)
Tax benefit on stock option exercises	29	331
Exercise of stock options	176	598
Purchase of treasury stock	(924)	(763)
	-----	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES	6,087	149,586
	-----	-----
Net increase in cash and cash equivalents	3,089	28,245
Cash and cash equivalents at beginning or period	23,499	16,518
	-----	-----
Cash and cash equivalents at end of period	\$ 26,588	\$ 44,763
	=====	=====
Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	\$ 24,068	\$ 12,676
Income taxes	2,031	6,903

See accompanying notes to consolidated financial statements.

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PEAPACK-GLADSTONE FINANCIAL CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Certain information and footnote disclosures normally included in the unaudited consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the period ended December 31, 2005 for Peapack-Gladstone Financial Corporation (the "Corporation").

Principles of Consolidation: The Corporation considers that all adjustments (all of which are normal recurring accruals) necessary for a fair presentation of the statement of the financial position and results of operations in accordance with U.S. generally accepted accounting principles for these periods have been made. Results for such interim periods are not necessarily indicative of results for a full year.

The consolidated financial statements of Peapack-Gladstone Financial Corporation are prepared on the accrual basis and include the accounts of the Corporation and its wholly owned subsidiary, Peapack-Gladstone Bank. All significant intercompany balances and transactions have been eliminated from the accompanying consolidated financial statements.

Allowance for Loan Losses: The allowance for loan losses is maintained at a level considered adequate to provide for probable loan losses inherent in the Corporation's loan portfolio. The allowance is based on management's evaluation

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of the loan portfolio considering, among other things, current economic conditions, the volume and nature of the loan portfolio, historical loan loss experience, and individual credit situations. The allowance is increased by provisions charged to expense and reduced by charge-offs net of recoveries.

Stock Option Plans: The Corporation has incentive and non-qualified stock option plans that allow the granting of shares of the Corporation's common stock to employees and non-employee directors. The options granted under these plans are exercisable at a price equal to the fair market value of common stock on the date of grant and expire not more than ten years after the date of grant. Stock options may vest during a period of up to five years after the date of grant.

As of January 1, 2006, the Corporation adopted the fair value recognition provisions of Financial Accounting Standards Board (FASB) Statement No. 123 (Revised 2004), Share-Based Payment, (Statement 123R), under the modified prospective transition method. Statement 123R requires public companies to recognize compensation expense related to stock-based compensation awards over the period during which an employee is required to provide service for the award. Under the modified prospective transition method, the fair value recognition provisions apply only to new awards or awards modified after January 1, 2006. Additionally, the fair value of existing unvested awards at the date of adoption is recorded in salaries and benefits expense over the remaining requisite service period. Results from prior periods have not been restated. The following table represents the impact of the adoption of Statement 123R on the Corporation's financial statements for the nine months ended September 30, 2006.

(Dollars in thousands except share data)	Under Statement 123R	Under APB 25	Difference
Net income before income tax expense	\$ 9,721	\$ 9,764	\$ 43
Net income	7,332	7,375	43
Earnings per share - basic	0.89	\$ 0.89	\$ --
Earnings per share - diluted	\$ 0.88	0.88	--

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Prior to January 1, 2006, the Corporation had accounted for its stock option plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25 (APB 25) and related Interpretations. No stock-based compensation cost was reflected in net income, as all options granted under those plans had an exercise price equal to the market value of their underlying common stock on the date of grant. The following table illustrates the effect on net income and earnings per share for the three and nine months ended September 30, 2005 as if the Corporation had applied the fair value recognition provisions of Statement No. 123R, to stock-based employee compensation in 2005:

	Three Months Ended September 30, 2005	Nine Months Ended September 30, 2005
(Dollars in thousands except share data) Net income:		
As reported	\$ 3,215	\$ 10,136
Less: Total stock-based compensation		
Expense determined under the		
Fair value based method on all stock		
Options, net of related tax effects	99	296

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Pro forma	\$	3,116	\$	9,840
Earnings per share - as reported				
Basic	\$	0.39	\$	1.22
Diluted		0.38		1.21
Earnings per share - pro forma				
Basic	\$	0.38	\$	1.19
Diluted		0.37		1.17

As of September 30, 2006, there was approximately \$186 thousand of unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Corporation's stock incentive plans. That cost is expected to be recognized over a weighted average period of 1.6 years.

For the Corporation's stock option plans for employees, changes in options outstanding during the nine months ended September 30, 2006 were as follows:

(Dollars in thousands except share data)	Number of Shares	Exercise Price Per Share	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance, December 31, 2005	429,316	\$11.85-\$32.14	\$ 22.47	
Granted	5,100	24.35-27.90	25.40	
Exercised	(2,879)	11.85-16.86	12.28	
Forfeited	(220)	27.36-28.89	28.74	
Balance, September 30, 2006	431,317	\$11.85-\$32.14	\$ 22.57	\$ 1,811
Options exercisable, September 30, 2006	405,864			\$ 1,805

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Corporation's closing stock price on the last trading day of the third quarter of 2006 and the exercise price, multiplied by the number of in-the-money options).

The aggregate intrinsic value of options exercised during the nine months ended September 30, 2006 and 2005 was \$44 thousand and \$541 thousand, respectively.

The following table summarizes information about stock options granted to employees outstanding at September 30, 2006.

Exercise Price	Shares Outstanding	Remaining Contractual Life	Shares Exercisable
----------------	-----------------------	-------------------------------	-----------------------