

Solera National Bancorp, Inc.
Form 10-Q
November 10, 2010
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended September 30, 2010

- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 000-53181

SOLERA NATIONAL BANCORP, INC.

(Exact name of registrant as specified in its charter)

Edgar Filing: Solera National Bancorp, Inc. - Form 10-Q

Delaware
(State or other jurisdiction
of incorporation or organization)

02-0774841
(IRS Employer Identification No.)

319 S. Sheridan Blvd.

Lakewood, CO 80226

303-209-8600

(Address and telephone number of principal executive offices and principal place of business)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated 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 last practicable date: As of November 9, 2010, 2,553,671 shares of the registrant's common stock, \$0.01 par value, were issued and outstanding.

Table of Contents

FORM 10-Q

SOLERA NATIONAL BANCORP, INC.

INDEX

	PAGE
<u>INTRODUCTORY NOTE. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION AND RISK FACTORS</u>	3
<u>PART I FINANCIAL INFORMATION</u>	5
<u>ITEM 1. FINANCIAL STATEMENTS (unaudited)</u>	5
<u>Balance Sheets as of September 30, 2010 and December 31, 2009</u>	5
<u>Statements of Operations for the Three and Nine Months Ended September 30, 2010 and 2009</u>	6
<u>Statements of Changes in Stockholders' Equity for the Nine Months Ended September 30, 2010 and 2009</u>	7
<u>Statements of Cash Flows for the Nine Months Ended September 30, 2010 and 2009</u>	8
<u>UNAUDITED CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</u>	10
<u>ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	22
<u>ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	38
<u>ITEM 4(T). CONTROLS AND PROCEDURES</u>	38
<u>PART II OTHER INFORMATION</u>	40
<u>ITEM 1. LEGAL PROCEEDINGS</u>	40
<u>ITEM 1A. RISK FACTORS</u>	40
<u>ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	40
<u>ITEM 3. DEFAULTS UPON SENIOR SECURITIES</u>	40
<u>ITEM 4. [Removed and Reserved]</u>	40
<u>ITEM 5. OTHER INFORMATION</u>	40
<u>ITEM 6. EXHIBITS</u>	40
<u>SIGNATURES</u>	41
<u>EXHIBIT INDEX</u>	42

Table of Contents

INTRODUCTORY NOTE. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION AND RISK FACTORS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 about Solera National Bancorp, Inc. (the Company) and our subsidiary, Solera National Bank (the Bank, collectively with the Company, sometimes referred to as we, us and our) that are subject to risks and uncertainties. Forward-looking statements include information concerning future financial performance, business strategy, projected plans and objectives. Statements preceded by, followed by or that otherwise include the words anticipates, believes, estimates, expects, intends, plans, may increase, may fluctuate and similar expressions of future or verbs such as will, should, would, and could are generally forward-looking in nature and not historical facts. Actual results may differ materially from those projected, implied, anticipated or expected in the forward-looking statements. Readers of this quarterly report should not rely solely on the forward-looking statements and should consider all uncertainties and risks throughout this report. The statements are representative only as of the date they are made, and Solera National Bancorp, Inc. undertakes no obligation to update any forward-looking statement.

These forward-looking statements, implicitly and explicitly, include the assumptions underlying the statements and other information with respect to the Company's beliefs, plans, objectives, goals, expectations, anticipations, estimates, financial condition, results of operations, future performance and business, including management's expectations and estimates with respect to revenues, expenses, return on equity, return on assets, efficiency ratio, asset quality and other financial data and capital and performance ratios.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, these statements involve risks and uncertainties that are subject to change based on various important factors, some of which are beyond the control of the Company. The following factors, among others, could cause the Company's results or financial performance to differ materially from its goals, plans, objectives, intentions, expectations and other forward-looking statements:

- the Company's business may be adversely affected by conditions in the financial markets and economic conditions generally;
- continuation of the economic downturn could reduce our customer base, our level of deposits and demand for financial products such as loans;
- management of Solera National Bank may be unable to adequately measure and limit credit risk associated with the Bank's loan portfolio, which would affect our profitability;
- we are exposed to higher credit risk by commercial real estate, commercial business, and construction lending;
- our allowance for probable loan losses may be insufficient;

Edgar Filing: Solera National Bancorp, Inc. - Form 10-Q

- interest rate volatility could harm our business;
- funding to provide liquidity may not be available to us on favorable terms or at all;
- we may not be able to raise additional capital on terms favorable to us;
- the liquidity of our common stock is affected by its limited trading market;
- the departures of key personnel or directors may impair our operations;
- the Bank's legal lending limits may impair its ability to attract borrowers;
- the Company is subject to extensive government regulation which may have an adverse effect on the Company's profitability and growth;

Table of Contents

- managing reputational risk is important to attracting and maintaining customers, investors and employees;
- monetary policy and other economic factors could adversely affect the Company's profitability;
- the Company's certificate of incorporation and bylaws, and the employment agreements of our executive officers, contain provisions that could make a takeover more difficult;
- our directors and executive officers could have the ability to influence stockholder actions;
- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds, and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally, and internationally, together with such competitors offering banking products and services by mail, telephone, computer, and the Internet; and
- management's ability to manage these and other risks.

For a discussion of these and other risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in Item 1A of the Company's 2009 Annual Report filed on Form 10-K with the SEC, which is available on the SEC's website at www.sec.gov. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update this Quarterly Report on Form 10-Q to reflect events or circumstances after the date hereof. New factors emerge from time to time, and it is not possible for us to predict which factors, if any, will arise. In addition, the Company cannot assess the impact of each factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS (unaudited)****Solera National Bancorp, Inc.****Balance Sheets as of September 30, 2010 and December 31, 2009****(unaudited)**

(\$ in thousands, except share data)	September 30, 2010	December 31, 2009
ASSETS		
Cash and due from banks	\$ 698	\$ 1,696
Federal funds sold		820
Total cash and cash equivalents	698	2,516
Interest-bearing deposits with banks	266	3,784
Investment securities, available-for-sale	72,876	73,441
Gross loans	60,378	50,504
Net deferred (fees)/expenses	(85)	(114)
Allowance for loan losses	(1,200)	(830)
Net loans	59,093	49,560
Federal Home Loan Bank (FHLB) and Federal Reserve Bank stocks	1,165	1,131
Premises and equipment, net	768	875
Accrued interest receivable	749	814
Prepaid FDIC insurance	320	471
Other assets	278	248
Total assets	\$ 136,213	\$ 132,840
LIABILITIES AND STOCKHOLDERS EQUITY		
Deposits		
Noninterest-bearing demand	\$ 1,894	\$ 2,624
Interest-bearing demand	11,224	6,830
Savings and money market	53,535	55,318
Time deposits	41,708	39,629
Total deposits	108,361	104,401
Federal funds purchased and securities sold under agreements to repurchase	1,085	326
Accrued interest payable	99	82
Accounts payable and other liabilities	340	344
Federal Home Loan Bank advances	6,000	8,750
Deferred rent liability	95	85
Capital lease liability	87	118
Total liabilities	\$ 116,067	\$ 114,106

COMMITMENTS AND CONTINGENCIES (see Note 10)

Edgar Filing: Solera National Bancorp, Inc. - Form 10-Q

STOCKHOLDERS EQUITY

Common stock, \$0.01 par value; 5,000,000 shares authorized; 2,553,671 shares issued and outstanding at September 30, 2010 and December 31, 2009	\$	26	\$	26
Additional paid-in capital		25,916		25,768
Accumulated deficit		(8,298)		(8,016)
Accumulated other comprehensive income		2,502		956
Total stockholders equity	\$	20,146	\$	18,734