

NEW PLAN EXCEL REALTY TRUST INC  
Form 10-Q  
November 07, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

(Mark  
One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended September 30, 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 number **1-12244**

**NEW PLAN EXCEL REALTY TRUST, INC.**

(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State or other Jurisdiction of

**33-0160389**  
(IRS Employer

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Incorporation)

Identification No.)

**420 Lexington Avenue, New York, New York 10170**

(Address of Principal Executive Offices) (Zip Code)

**212-869-3000**

(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, and (2) has been subject to such filing requirements for the past 90 days. **YES**  **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):

**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**

The number of shares of common stock of the Registrant outstanding on October 27, 2006 was 103,286,001.

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### Forward-Looking Statements

This Quarterly Report on Form 10-Q, together with other statements and information publicly disseminated by New Plan Excel Realty Trust, Inc. ( we ), contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements are based on assumptions and expectations which may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, performance, transactions or achievements, financial or otherwise, may differ materially from the results, performance, transactions or achievements expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to:

- national or local economic, business, real estate and other market conditions, including the ability of the general economy to recover timely from economic downturns;
- the competitive environment in which we operate;
- property ownership and management risks;
- financial risks, such as the inability to obtain debt or equity financing on favorable terms;
- possible future downgrades in our credit rating;
- the level and volatility of interest rates and changes in the capitalization rates with respect to the acquisition and disposition of properties;
- financial stability of tenants, including the ability of tenants to pay rent, the decision of tenants to close stores and the effect of bankruptcy laws;
- the ability to maintain our status as a real estate investment trust ( REIT ) for federal income tax purposes;
- governmental approvals, actions and initiatives;
- environmental/safety requirements and costs;
- risks of real estate acquisition and development, including the failure of pending developments and redevelopments to be completed on time and within budget and the failure of newly acquired or developed properties to perform as expected;
- risks of disposition strategies, including the failure to complete sales on a timely basis and the failure to reinvest sale proceeds in a manner that generates favorable returns;
- risks of joint venture activities; and
- other risks identified in this Quarterly Report on Form 10-Q and, from time to time, in other reports we file with the Securities and Exchange Commission (the SEC ) or in other documents that we publicly disseminate.

We undertake no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.



## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

**NEW PLAN EXCEL REALTY TRUST, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**  
**For the Three and Nine Months Ended September 30, 2006 and 2005**  
**(In thousands, except per share amounts)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006 (Unaudited)	2005	2006 (Unaudited)	2005
<b>Revenues:</b>				
Rental income	\$ 83,149	\$ 88,422	\$ 256,184	\$ 285,609
Percentage rents	1,119	890	4,500	4,936
Expense reimbursements	28,688	22,228	77,412	75,835
Fee income	4,036	3,228	11,485	6,153
Total revenues	116,992	114,768	349,581	372,533
<b>Operating Expenses:</b>				
Operating costs	19,124	17,474	56,131	59,306
Real estate taxes	16,223	15,022	44,760	49,242
Depreciation and amortization	22,707	22,025	67,966	71,523
Provision for doubtful accounts	1,685	4,466	6,137	9,133
General and administrative	6,713	9,779	21,051	18,970
Total operating expenses	66,452	68,766	196,045	208,174
Income before real estate sales, minority interest and other income and expenses	50,540	46,002	153,536	164,359
<b>Other income and expenses:</b>				
Interest, dividend and other income	889	1,836	2,567	3,571
Equity in income of unconsolidated ventures	1,103	755	3,769	1,885
Interest expense	(23,480)	(39,554)	(69,155)	(95,063)
Impairment of real estate		(859)		(859)
Minority interest in income of consolidated partnership and joint ventures	(210)	(4,359)	(561)	(5,775)
Income from continuing operations	28,842	3,821	90,156	68,118
<b>Discontinued operations:</b>				
Income from discontinued operations (Note 5)	4,340	5,282	16,204	20,369
Income before gain on sale of real estate	33,182	9,103	106,360	88,487
Gain on sale of real estate		186,942		186,942
Net income	\$ 33,182	\$ 196,045	\$ 106,360	\$ 275,429
Preferred dividends	(5,494)	(5,475)	(16,467)	(16,413)
Net income available to common stock basic	27,688	190,570	89,893	259,016
Minority interest in income of consolidated partnership	210	4,359	561	4,892
Net income available to common stock diluted	\$ 27,898	\$ 194,929	\$ 90,454	\$ 263,908
<b>Basic earnings per common share:</b>				
Income from continuing operations	\$ 0.22	\$ 1.79	\$ 0.70	\$ 2.31
Discontinued operations	0.04	0.05	0.16	0.20
Basic earnings per share	\$ 0.26	\$ 1.84	\$ 0.86	\$ 2.51

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Diluted earnings per common share:				
Income from continuing operations	\$ 0.21	\$ 1.77	\$ 0.68	\$ 2.29
Discontinued operations	0.04	0.05	0.15	0.19
Diluted earnings per share	\$ 0.25	\$ 1.82	\$ 0.83	\$ 2.48
Average shares outstanding basic				
Average shares outstanding basic	104,506	103,460	104,419	103,157
Average shares outstanding diluted				
Average shares outstanding diluted	109,448	106,835	108,899	106,623
Dividends per common share (1)				
Dividends per common share (1)	\$ 0.3125	\$ 3.3125	\$ 0.9375	\$ 4.2375
Other comprehensive income:				
Net income	\$ 33,182	\$ 196,045	\$ 106,360	\$ 275,429
Unrealized gain (loss) on available-for-sale securities	199	(384)	455	(59)
Unrealized gain on deferred compensation	50	27	34	51
Realized gain (loss) on interest risk hedges, net	359	(9,237)	1,076	(11,516)
Unrealized (loss) gain on interest risk hedges, net	(4,558)	9,286	(4,558)	8,495
Comprehensive income	\$ 29,232	\$ 195,737	\$ 103,367	\$ 272,400

(1) For the three and nine months ended September 30, 2005, dividends per common share include a special cash distribution of \$3.00 per common share (the Special Dividend), which was paid on September 27, 2005 to common stockholders of record on August 25, 2005.

The accompanying notes are an integral part of the consolidated financial statements.

**NEW PLAN EXCEL REALTY TRUST, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**September 30, 2006 and December 31, 2005**  
(In thousands, except fractions, percentages and par value amounts)

	September 30, 2006 (Unaudited)	December 31, 2005
<b>ASSETS</b>		
Real estate:		
Land	\$ 729,119	\$ 724,901
Building and improvements	2,788,683	2,668,177
Accumulated depreciation and amortization	(427,316 )	(376,816 )
Net real estate	3,090,486	3,016,262
Real estate held for sale	19,276	19,244
Cash and cash equivalents	14,673	9,202
Restricted cash	18,660	19,906
Marketable securities	5,761	3,014
Receivables:		
Trade, net of allowance for doubtful accounts of \$23,129 and \$27,540 at September 30, 2006 and December 31, 2005, respectively	26,797	20,751
Deferred rent, net of allowance of \$1,855 and \$1,592 at September 30, 2006 and December 31, 2005, respectively	30,848	29,314
Other, net	23,545	25,138
Mortgages and notes receivable	2,524	795
Prepaid expenses and deferred charges	52,611	43,346
Investments in/advances to unconsolidated ventures	85,806	95,538
Intangible assets, net of accumulated amortization of \$15,608 and \$10,927 at September 30, 2006 and December 31, 2005, respectively	74,173	78,046
Other comprehensive (loss) income, before tax		
(226 )		
13		
(334 )		
394		
Tax benefit (expense) related to securities		
67		
—		
195		
(142 )		

Tax expense related to unrecognized post-retirement costs

(4  
)

(5  
)

(12  
)

(16  
)

Tax benefit (expense) related to junior subordinated debentures

4

—

(83  
)

—

Total other comprehensive (loss) income

(159  
)

8

(234  
)

236

Comprehensive Income

\$  
3,359

\$  
2,748

\$  
9,834

\$  
7,240





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United Security Bancshares and Subsidiaries  
 Consolidated Statements of Changes in Shareholders' Equity  
 (unaudited)

(In thousands except shares)	Common stock		Retained Earnings	Accumulated	Total
	Number of Shares	Amount		Other Comprehensive (Loss) Gain	
Balance December 31, 2016 (1)	16,705,594	\$56,557	\$40,701	\$ (604 )	\$96,654
(1) Excludes 12,015 unvested restricted shares					
Other comprehensive income				236	236
Common stock dividends	167,082	1,220	(1,220 )		—
Dividends on common stock (\$0.17 per share)			(1,688 )		(1,688 )
Dividends payable (\$0.07 per share)			(1,182 )		(1,182 )
Stock options exercised	2,514	6			6
Restricted stock units released	10,425				—
Stock-based compensation expense		78			78
Net income			7,004		7,004
Balance September 30, 2017 (2)	16,885,615	\$57,861	\$43,615	\$ (368 )	\$101,108
(2) Excludes 9,011 unvested restricted shares					
Other comprehensive loss				(229 )	(229 )
Reclassification of income tax effects from accumulated other comprehensive income			113	(113 )	—
Dividends payable (\$0.07 per share)			(1,182 )		(1,182 )
Stock-based compensation expense		19			19
Net income			1,636		1,636
Balance December 31, 2017 (3)	16,885,615	\$57,880	\$44,182	\$ (710 )	\$101,352
(3) Excludes 46,511 unvested restricted shares					
Other comprehensive loss				(234 )	(234 )
Adoption of ASU 2016-01: reclassification of TRUPS to accumulated other comprehensive income			(1,482 )	1,482	—
Adoption of ASU 2016-01: recognition of previously unrealized losses within marketable equity securities			(184 )	184	—
Dividends on common stock (\$0.18 per share)			(3,042 )		(3,042 )
Dividends payable (\$0.10 per share)			(1,690 )		(1,690 )
Restricted stock units released	17,675				—
Stock-based compensation expense		592			592
Net income			10,068		10,068
Balance September 30, 2018 (4)	16,903,290	\$58,472	\$47,852	\$ 722	\$107,046
(4) Excludes 78,508 unvested restricted shares					

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United Security Bancshares and Subsidiaries  
Consolidated Statements of Cash Flows (unaudited)

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	Nine months ended	
	September 30,	
(In thousands)	2018	2017
Cash Flows From Operating Activities:		
Net Income	\$10,068	\$7,004
Adjustments to reconcile net income: to cash provided by operating activities:		
Recovery of provision for credit losses	(1,699	) (24 )
Depreciation and amortization	1,005	996
Amortization of investment securities	409	406
Accretion of investment securities	(3	) (6 )
Increase in accrued interest receivable	(2,886	) (1,951 )
Increase (decrease) in accrued interest payable	13	(35 )
(Decrease) increase in accounts payable and accrued liabilities	(1,052	) 282
Decrease (increase) in unearned fees and unamortized loan origination costs, net	556	(142 )
Increase in income taxes receivable	(493	) (734 )
Unrealized loss on marketable equity securities	114	—
Stock-based compensation expense	592	78
Provision for deferred income taxes	(190	) (283 )
Gain on sale of other real estate owned	—	(336 )
Gain on bank owned life insurance	(171	) —
Increase in cash surrender value of bank-owned life insurance	(389	) (400 )
Loss on fair value option of junior subordinated debentures	923	688
Loss on tax credit limited partnership interest	14	118
Gain on sale of premises and equipment	(29	) —
Net decrease (increase) in other assets	330	(1,001 )
Net cash provided by operating activities	7,112	4,660
Cash Flows From Investing Activities:		
Net increase in interest-bearing deposits with banks	—	(4 )
Purchase of correspondent bank stock	(23	) (495 )
Purchases of available-for-sale securities	(28,072	) —
Maturities of available-for-sale securities	—	3,000
Principal payments of available-for-sale securities	7,157	6,091
Net decrease (increase) in loans	25,385	(12,346 )
Cash proceeds from sales of other real estate owned	—	1,062
Investment in limited partnership	—	(1,075 )
Proceeds from bank owned life insurance	376	—
Capital expenditures of premises and equipment	(715	) (1,020 )
Net cash provided by (used in) investing activities	4,108	(4,787 )
Cash Flows From Financing Activities:		
Net increase in demand deposits and savings accounts	83,102	85,653
Net increase (decrease) in time deposits	8,086	(36,984 )
Proceeds from exercise of stock options	—	6
Dividends on common stock	(3,042	) (1,688 )
Net cash provided by financing activities	88,146	46,987
Net increase in cash and cash equivalents	99,366	46,860
Cash and cash equivalents at beginning of period	107,934	113,032
Cash and cash equivalents at end of period	\$207,300	\$159,892



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United Security Bancshares and Subsidiaries - Notes to Consolidated Financial Statements - (Unaudited)

1. Organization and Summary of Significant Accounting and Reporting Policies

The consolidated financial statements include the accounts of United Security Bancshares, and its wholly owned subsidiary United Security Bank (the “Bank”) and one bank subsidiary, USB Investment Trust (the “REIT”) (collectively the “Company” or “USB”). Intercompany accounts and transactions have been eliminated in consolidation.

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information on a basis consistent with the accounting policies reflected in the audited financial statements of the Company included in its 2017 Annual Report on Form 10-K. These interim financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of a normal, recurring nature) considered necessary for a fair presentation have been included. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for any other interim period or for the year as a whole.

Revenue from Contracts with Customers:

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, “Revenue from Contracts with Customers” (“Topic 606”). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Company satisfies a performance obligation.

The Company’s primary sources of revenue are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of Topic 606. The Company has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the Consolidated Statements of Income was not necessary. The Company generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed; charged either on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, there is little judgment involved in applying Topic 606 that significantly affects the determination of the amount and timing of revenue from contracts with customers. The Company adopted Topic 606 using the modified retrospective method on all contracts not completed as of January 1, 2018. The adoption of Topic 606 did not result in a material change to the accounting for any of the in-scope revenue streams. As such, no cumulative effect adjustment was recorded.

Recently Issued Accounting Standards:

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities” (“ASU 2016-01”). The guidance affects the accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements of financial instruments. ASU 2016-01 was effective for the Company on January 1, 2018 and resulted in separate classification of equity securities previously included in available for sale securities on the consolidated balance sheets with changes in the fair value of the equity securities captured in the consolidated statements of income. See Note 2 – Investment Securities for disclosures related to equity securities. Adoption of the standard also resulted in the use of an exit price rather than an entrance price to determine the fair value of loans not measured at fair value on a non-recurring basis in the consolidated balance sheets. See Note 11 – Fair Value Disclosures for further information regarding the valuation of these loans. Additionally, adoption of the standard resulted in separately recognizing the

instrument-specific credit risk associated with the Company's Junior Subordinated Debt. See Note 10 - Junior Subordinated Debt / Trust Preferred Securities for additional information.

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842). The FASB is issuing this Update to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. To meet that objective, the FASB is amending the FASB Accounting Standards Codification® and creating Topic 842, Leases. This Update, along with IFRS 16, Leases, are the results of the FASB's and the International Accounting Standards Board's (IASB's) efforts to meet that objective and improve financial reporting. This ASU will be effective for public business entities for annual periods beginning after December 15, 2018 (i.e., calendar periods beginning on January 1, 2019), and interim periods therein. In July 2018, FASB issued ASU 2018-11, Lease (Topic 842) Targeted Improvements. One of the purposes of this Update was to provide entities with an additional (and optional) transition method to adopt Topic 842. Under this transition method, an entity initially applies the transition requirements in Topic 842 at

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the effective date with the effects of initially applying Topic 842 recognized as a cumulative effect adjustment to the opening balance of retained earnings in the period of adoption. At this time the Company is considering the impact of the transition methods. Additionally, while a complete estimate of the impact of the new leasing standard has not yet been determined, the Company expects a significant new lease asset and related lease liability on the consolidated balance sheet due to the number of leased branches and standalone ATM sites the Company currently has that are accounted for under current operating lease guidance. The Company has selected a vendor to assist in the calculation and implementation of this standard and is in the beginning stages of calculating and assessing the impact of this Update.

In June 2016, FASB issued ASU 2016-13, Financial Instruments- Credit Losses (Topic 326). The FASB is issuing this Update to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The Update requires enhanced disclosures and judgments in estimating credit losses and also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. This amendment is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company has established a project team for the implementation of this new standard. The team has started by working with a vendor to put a new Allowance for Loan Loss software in place and is collecting additional historical data to estimate the impact of this standard. An estimate of the impact of this standard has not yet been determined, however, the impact on the Company's consolidated financial statements is expected to be significant.

In January 2017, FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350). The FASB is issuing this Update to eliminate the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. This ASU will be effective for public business entities for annual periods beginning after December 15, 2019 (i.e. calendar periods beginning on January 1, 2020, and interim periods therein). The Company does not expect any impact on the Company's consolidated financial statements resulting from the adoption of this Update.

In March 2017, FASB issued ASU 2017-08 - Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities. The provisions of the update require premiums recognized upon the purchase of callable debt securities to be amortized to the earliest call date in order to avoid losses recognized upon call. For public business entities that are SEC filers the amendments of the update will become effective in fiscal years beginning after December 15, 2018. The Company does not expect the requirements of this Update to have a material impact on the Company's financial position, results of operations or cash flows.

In August 2018, FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement. The amendments in this Update modify the disclosure requirements on fair value measurements in Topic 820, Fair Value Measurement, based on the concepts within FASB's Concepts Statement, including the consideration of costs and benefits. The amendment calls for the removal, modification, and addition of certain disclosure aspects to promote the appropriate exercise of discretion by entities when considering fair value measurement disclosures. The amendments of the update will become effective in fiscal years beginning after December 15, 2019. The Company does not expect the requirements of this Update to have a material impact on the Company's financial position, results of operations or cash flows.

## 2. Investment Securities

Following is a comparison of the amortized cost and fair value of securities available-for-sale, as of September 30, 2018 and December 31, 2017:  
(in 000's)



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September 30, 2018	Amortized	Gross	Gross	Fair
Securities available for sale:	Cost	Unrealized	Unrealized	Value
		Gains	Losses	(Carrying
				Amount)
U.S. Government agencies	\$ 34,198	\$ 124	\$ (191 )	\$ 34,131
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	28,649	30	(707 )	27,972
Total securities available for sale	\$ 62,847	\$ 154	\$ (898 )	\$ 62,103

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(in 000's) December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
Securities available for sale:				
U.S. Government agencies	\$ 19,683	\$ 312	\$ (41 )	\$ 19,954
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	22,391	56	(416 )	22,031
Total securities available for sale	\$ 42,074	\$ 368	\$ (457 )	\$ 41,985

The amortized cost and fair value of securities available for sale at September 30, 2018, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties. Contractual maturities on collateralized mortgage obligations cannot be anticipated due to allowed paydowns.

(in 000's)	September 30, 2018	
	Amortized Cost	Fair Value (Carrying Amount)
Due in one year or less	\$—	\$—
Due after one year through five years	—	—
Due after five years through ten years	5,860	5,843
Due after ten years	28,338	28,288
Collateralized mortgage obligations	28,649	27,972
	\$62,847	\$ 62,103

There were no realized gains or losses on sales of available-for-sale securities for the three and nine month periods ended September 30, 2018 and September 30, 2017. There were no other-than-temporary impairment losses for the three and nine month periods ended September 30, 2018 and September 30, 2017.

At September 30, 2018, available-for-sale securities with an amortized cost of approximately \$48,538,528 (fair value of \$47,814,781) were pledged as collateral for FHLB borrowings, securitized deposits, and public funds balances.

Management periodically evaluates each available-for-sale investment security in an unrealized loss position to determine if the impairment is temporary or other-than-temporary.

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The following summarizes temporarily impaired investment securities:

(in 000's)	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
September 30, 2018						
Securities available for sale:	(Carrying Amount)	(Carrying Amount)	(Carrying Amount)	(Carrying Amount)	(Carrying Amount)	(Carrying Amount)
U.S. Government agencies	\$17,755	\$ (79 )	7,030	(112 )	\$24,785	\$ (191 )
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	6,730	(52 )	17,519	(655 )	24,249	(707 )
Total impaired securities	\$24,485	\$ (131 )	\$24,549	\$ (767 )	\$49,034	\$ (898 )
December 31, 2017						
Securities available for sale:						
U.S. Government agencies	\$1,728	\$ (3 )	\$6,625	\$ (38 )	\$8,353	\$ (41 )
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	7,483	(154 )	13,583	(262 )	21,066	(416 )
Total impaired securities	\$9,211	\$ (157 )	\$20,208	\$ (300 )	\$29,419	\$ (457 )

Temporarily impaired securities at September 30, 2018, were comprised of ten U.S. government agency securities, and thirteen U.S. government sponsored entities and agencies collateralized by mortgage obligations securities.

The Company evaluates investment securities for other-than-temporary impairment (OTTI) at least quarterly, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities classified as available-for-sale or held-to-maturity are generally evaluated for OTTI under ASC Topic 320, Investments – Debt and Equity Instruments. Certain purchased beneficial interests, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, are evaluated under ASC Topic 325-40, Beneficial Interest in Securitized Financial Assets.

In the first segment, the Company considers many factors in determining OTTI, including: (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, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Company has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to the Company at the time of the evaluation.

The second segment of the portfolio uses the OTTI guidance that is specific to purchased beneficial interests including private label mortgage-backed securities. Under this model, the Company compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. An OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

Additionally, other-than-temporary-impairment occurs when the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss. If the Company intends to sell or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary-impairment shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is not more likely than not that the Company will be required to sell the security before



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recovery of its amortized cost basis less any current-period loss, the other-than-temporary-impairment shall be separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total other-than-temporary-impairment related to the credit loss is recognized in earnings, and is determined based on the difference between the present value of cash flows expected to be collected and the current amortized cost of the security. The amount of the total other-than-temporary-impairment related to other factors shall be recognized in other comprehensive (loss) income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary-impairment recognized in earnings shall become the new amortized cost basis of the investment.

At September 30, 2018, the decline in fair value of the ten U.S. government agency securities, and the thirteen U.S. government sponsored entities and agencies collateralized by mortgage obligations securities is attributable to changes in interest rates, and not credit quality. Because the Company does not have the intent to sell these impaired securities, and it is not more likely than not that it will be required to sell these securities before its anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at September 30, 2018.

As of December 31, 2017, marketable equity securities with a fair value of \$3,737,000 were recorded within investment securities available for sale with unrealized losses recorded through comprehensive income and accumulated other comprehensive income. As of January 1, 2018, the Company adopted Accounting Standard Update (“ASU”) 2016-01 and reclassified its marketable equity securities from investments available for sale into a separate component of investment securities. The ASU requires marketable equity securities to be reported at fair value with changes recorded through earnings. As of January 1, 2018, unrealized losses of \$184,000 were reclassified from accumulated other comprehensive income to retained earnings.

During the nine months ended September 30, 2018, the Company recognized \$114,000 of unrealized losses related to equity securities held at September 30, 2018 in the consolidated statements of income. For the quarter ended September 30, 2018, the Company recognized \$35,000 of unrealized losses related to equity securities held at September 30, 2018 in the consolidated statements of income. The resulting impact on basic and diluted earnings per share for the quarter and nine months ended September 30, 2018 is immaterial.

The Company had no held-to-maturity or trading securities at September 30, 2018 or December 31, 2017.

## 3. Loans

Loans are comprised of the following:

(in 000's)	September 30, 2018	December 31, 2017
Commercial and business loans	\$ 54,639	\$ 46,065
Government program loans	884	961
Total commercial and industrial	55,523	47,026
Real estate – mortgage:		
Commercial real estate	212,639	221,032
Residential mortgages	68,263	84,804
Home improvement and home equity loans	333	457
Total real estate mortgage	281,235	306,293
Real estate construction and development	109,154	122,970
Agricultural	59,655	59,481
Installment and student loans	71,548	65,581
Total loans	\$ 577,115	\$ 601,351

The Company's loans are predominantly in the San Joaquin Valley and the greater Oakhurst/East Madera County area, as well as the Campbell area of Santa Clara County. Although the Company does participate in loans with other financial institutions, they are primarily in the state of California.

Commercial and industrial loans represent 9.6% of total loans at September 30, 2018 and are generally made to support the ongoing operations of small-to-medium sized commercial businesses. Commercial and industrial loans have a high degree of industry diversification and provide working capital, financing for the purchase of manufacturing plants and equipment, or

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funding for growth and general expansion of businesses. A substantial portion of commercial and industrial loans are secured by accounts receivable, inventory, leases, or other collateral including real estate. The remainder are unsecured; however, extensions of credit are predicated upon the financial capacity of the borrower. Repayment of commercial loans is generally from the cash flow of the borrower.

Real estate mortgage loans, representing 48.7% of total loans at September 30, 2018, are secured by trust deeds on primarily commercial property, but are also secured by trust deeds on single family residences. Repayment of real estate mortgage loans generally comes from the cash flow of the borrower and or guarantor(s).

Commercial real estate mortgage loans comprise the largest segment of this loan category and are available on all types of income producing and non-income producing commercial properties, including: office buildings, shopping centers; apartments and motels; owner occupied buildings; manufacturing facilities and more. Commercial real estate mortgage loans can also be used to refinance existing debt. Commercial real estate loans are made under the premise that the loan will be repaid from the borrower's business operations, rental income associated with the real property, or personal assets.

Residential mortgage loans are provided to individuals to finance or refinance single-family residences. Residential mortgages are not a primary business line offered by the Company, and a majority are conventional mortgages that were purchased as a pool.

Home Improvement and Home Equity loans comprise a relatively small portion of total real estate mortgage loans. Home equity loans are generally secured by junior trust deeds, but may be secured by 1<sup>st</sup> trust deeds.

Real estate construction and development loans, representing 18.9% of total loans at September 30, 2018, consist of loans for residential and commercial construction projects, as well as land acquisition and development, or land held for future development. Loans in this category are secured by real estate including improved and unimproved land, as well as single-family residential, multi-family residential, and commercial properties in various stages of completion. All real estate loans have established equity requirements. Repayment on construction loans generally comes from long-term mortgages with other lending institutions obtained at completion of the project or from the sale of the constructed homes to individuals.

Agricultural loans represent 10.3% of total loans at September 30, 2018 and are generally secured by land, equipment, inventory and receivables. Repayment is from the cash flow of the borrower.

Installment loans, including student loans, represent 12.4% of total loans at September 30, 2018 and generally consist of student loans, loans to individuals for household, family and other personal expenditures, automobiles or other consumer items. Included in installment loans are \$65,659,000 in unsecured student loans made to medical and pharmacy school students. The medical student loans are made to US citizens attending medical schools in the US and Antigua, while the pharmacy student loans are made to pharmacy students attending pharmacy school in the US. Upon graduation the loan is automatically placed on deferment for 6 months. This may be extended up to 48 months for graduates enrolling in Internship, Medical Residency or Fellowship. As approved the student may receive additional deferment for hardship or administrative reasons in the form of forbearance for a maximum of 24 months throughout the life of the loan. Accrued interest on loans that have not entered repayment status totaled \$7,183,000 at September 30, 2018. At September 30, 2018 there were 332 loans within repayment, deferment, and forbearance which represented \$6,896,000, \$1,005,000, and \$2,680,000 in outstanding balances, respectively. Prior to June 2018, student loans were insured through a Surety Bond issued by ReliaMax Surety Company and provided the Company reasonable expectation of collection. In June 2018, ReliaMax Surety Company was declared insolvent by the South Dakota Division of Insurance and is now in liquidation. As a result of the insolvency, the Company's student loan portfolio is no longer insured.

In the normal course of business, the Company is party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. At September 30, 2018 and December 31, 2017, these financial instruments include commitments to extend credit of \$116,096,000 and \$99,958,000, respectively, and standby letters of credit of \$1,183,000 and \$2,058,000, respectively. These instruments involve elements of credit risk in excess of the amount recognized on the consolidated balance sheet. The contract amounts of these instruments reflect the extent of the involvement the Company has in off-balance sheet financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amounts of those instruments. The Company uses the same credit policies as it does for on-balance sheet instruments.



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Commitments to extend credit are agreements to lend to a customer, as long as there is no violation of any condition established in the contract. A majority of these commitments are at floating interest rates based on the Prime rate. Commitments generally have fixed expiration dates. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation. Collateral held varies but includes accounts receivable, inventory, leases, property, plant and equipment, residential real estate and income-producing properties.

Standby letters of credit are generally unsecured and are issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

During the second quarter of 2018, the Bank entered into a Small Business Administration (SBA) 504 Loan Forward Purchase Commitment to buy a one hundred percent (100%) interest in up to \$30 million, first mortgage, California SBA 504 loans on a flow basis with servicing released by the Seller.

Past Due Loans

The Company monitors delinquency and potential problem loans on an ongoing basis through weekly reports to the Loan Committee and monthly reports to the Board of Directors.

The following is a summary of delinquent loans at September 30, 2018 (in 000's):

September 30, 2018	Loans 30-60 Days Past Due	Loans 61-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Commercial and business loans	\$—	\$—	\$—	\$—	\$54,639	\$54,639	\$ —
Government program loans	—	—	—	—	884	884	—
Total commercial and industrial	—	—	—	—	55,523	55,523	—
Commercial real estate loans	—	393	—	393	212,246	212,639	—
Residential mortgages	946	—	—	946	67,317	68,263	—
Home improvement and home equity loans	—	—	—	—	333	333	—
Total real estate mortgage	946	393	—	1,339	279,896	281,235	—
Real estate construction and development loans	—	—	8,825	8,825	100,329	109,154	—
Agricultural loans	—	45	—	45	59,610	59,655	—
Installment and student loans	673	496	—	1,169	70,186	71,355	417
Overdraft protection lines	—	—	—	—	36	36	—
Overdrafts	—	—	—	—	157	157	—
Total installment and student loans	673	496	—	1,169	70,379	71,548	417
Total loans	\$1,619	\$934	\$8,825	\$11,378	\$565,737	\$577,115	\$ 417

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The following is a summary of delinquent loans at December 31, 2017 (in 000's):

December 31, 2017	Loans 30-60 Days Past Due	Loans 61-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Commercial and business loans	\$ —	\$ —	—\$ 212	\$ 212	\$ 45,853	\$ 46,065	\$ —
Government program loans	—	—	—	—	961	961	—
Total commercial and industrial	—	—	212	212	46,814	47,026	—
Commercial real estate loans	779	—	—	779	220,253	221,032	—
Residential mortgages	—	—	94	94	84,710	84,804	—
Home improvement and home equity loans	—	—	—	—	457	457	—
Total real estate mortgage	779	—	94	873	305,420	306,293	—
Real estate construction and development loans	—	—	360	360	122,610	122,970	360
Agricultural loans	—	—	—	—	59,481	59,481	—
Installment and student loans	—	—	—	—	65,446	65,446	125
Overdraft protection lines	—	—	—	—	38	38	—
Overdrafts	—	—	—	—	97	97	—
Total installment and student loans	—	—	—	—	65,581	65,581	125
Total loans	\$ 779	\$ —	—\$ 666	\$ 1,445	\$ 599,906	\$ 601,351	\$ 485

## Nonaccrual Loans

Commercial, construction and commercial real estate loans are placed on nonaccrual status under the following circumstances:

- When there is doubt regarding the full repayment of interest and principal.
- When principal and/or interest on the loan has been in default for a period of 90-days or more, unless the asset is both well secured and in the process of collection that will result in repayment in the near future.
- When the loan is identified as having loss elements and/or is risk rated "8" Doubtful.

Other circumstances which jeopardize the ultimate collectability of the loan including certain troubled debt restructurings, identified loan impairment, and certain loans to facilitate the sale of OREO.

Loans meeting any of the preceding criteria are placed on nonaccrual status and the accrual of interest for financial statement purposes is discontinued. Previously accrued but unpaid interest is reversed and charged against interest income.

All loans, outside of student loans, where principal or interest is due and unpaid for 90 days or more are placed on nonaccrual and the accrual of interest for financial statement purposes is discontinued. Previously accrued but unpaid interest is reversed and charged against interest income. Student loans are generally charged off at the end of the month during which an account becomes 120 days contractually past due. Accrued but unpaid interest related to charged off student loans is reversed and charged against interest income.

When a loan is placed on nonaccrual status and subsequent payments of interest (and principal) are received, the interest received may be accounted for in two separate ways.

Cost recovery method: If the loan is in doubt as to full collection, the interest received in subsequent payments is diverted from interest income to a valuation reserve and treated as a reduction of principal for financial reporting purposes.

Cash basis: This method is only used if the recorded investment or total contractual amount is expected to be fully collectible, under which circumstances the subsequent payments of interest are credited to interest income as received.

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Loans on non-accrual status are usually not returned to accrual status unless all delinquent principal and/or interest has been brought current, there is no identified element of loss, and current and continued satisfactory performance is expected (loss of the contractual amount not the carrying amount of the loan). Return to accrual is generally demonstrated through the timely receipt of at least six monthly payments on a loan with monthly amortization.

Nonaccrual loans totaled \$12,106,000 and \$5,296,000 at September 30, 2018 and December 31, 2017, respectively. Two loans were added to nonaccrual during the quarter ended June 30, 2018. Those loans, totaling \$8,825,000, were made to the same borrower and are well-secured by real estate collateral. There were no remaining undisbursed commitments to extend credit on nonaccrual loans at September 30, 2018 or December 31, 2017.

The following is a summary of nonaccrual loan balances at September 30, 2018 and December 31, 2017 (in 000's).

	September 30, 2018	December 31, 2017
Commercial and business loans	\$ —	\$ 212
Government program loans	—	—
Total commercial and industrial	—	212
Commercial real estate loans	393	454
Residential mortgages	—	288
Home improvement and home equity loans	—	—
Total real estate mortgage	393	742
Real estate construction and development loans	11,713	4,342
Agricultural loans	—	—
Installment and student loans	—	—
Overdraft protection lines	—	—
Overdrafts	—	—
Total installment and student loans	—	—
Total loans	\$ 12,106	\$ 5,296

## Impaired Loans

A loan is considered impaired when based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement.

The Company applies its normal loan review procedures in making judgments regarding probable losses and loan impairment. The Company evaluates for impairment those loans on nonaccrual status, graded doubtful, graded substandard or those that are troubled debt restructures. The primary basis for inclusion in impaired status under generally accepted accounting pronouncements is that it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement.

A loan is not considered impaired if there is merely an insignificant delay or shortfall in the amounts of payments and the Company expects to collect all amounts due, including interest accrued, at the contractual interest rate for the period of the delay.

Review for impairment does not include large groups of smaller balance homogeneous loans that are collectively evaluated to estimate the allowance for loan losses. The Company's present allowance for loan losses methodology, including migration analysis, captures required reserves for these loans in the formula allowance.

For loans determined to be impaired, the Company evaluates impairment based upon either the fair value of underlying collateral, discounted cash flows of expected payments, or observable market price.

For loans secured by collateral including real estate and equipment, the fair value of the collateral less selling costs - will determine the carrying value of the loan. The difference between the recorded investment in the loan and the fair value,

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less selling costs, determines the amount of impairment. The Company uses the measurement method based on fair value of collateral when the loan is collateral dependent and foreclosure is probable. For loans that are not considered collateral dependent, a discounted cash flow methodology is used.

The discounted cash flow method of measuring the impairment of a loan is used for impaired loans that are not considered to be collateral dependent. Under this method, the Company assesses both the amount and timing of cash flows expected from impaired loans. The estimated cash flows are discounted using the loan's effective interest rate. The difference between the amount of the loan on the Bank's books and the discounted cash flow amounts determines the amount of impairment to be provided. This method is used for most of the Company's troubled debt restructurings or other impaired loans where some payment stream is being collected.

The observable market price method of measuring the impairment of a loan is only used by the Company when the sale of loans or a loan is in process.

The method for recognizing interest income on impaired loans is dependent on whether the loan is on nonaccrual status or is a troubled debt restructure. For income recognition, the existing nonaccrual and troubled debt restructuring policies are applied to impaired loans. Generally, except for certain troubled debt restructurings which are performing under the restructure agreement, the Company does not recognize interest income received on impaired loans, but reduces the carrying amount of the loan for financial reporting purposes.

Loans other than certain homogeneous loan portfolios are reviewed on a quarterly basis for impairment. Impaired loans are written down to estimated realizable values by the establishment of specific reserves for loan utilizing the discounted cash flow method, or charge-offs for collateral-based impaired loans, or those using observable market pricing.

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The following is a summary of impaired loans at September 30, 2018 (in 000's).

September 30, 2018	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance (1)	Recorded Investment With Allowance (1)	Total Recorded Investment	Related Allowance	Average Recorded Investment (2)	Interest Recognized (2)
Commercial and business loans	\$ 2,726	\$ 503	\$ 2,235	\$ 2,738	\$ 633	\$ 3,063	\$ 139
Government program loans	300	301	—	301	—	245	15
Total commercial and industrial	3,026	804	2,235	3,039	633	3,308	154
Commercial real estate loans	1,310	393	921	1,314	396	1,385	47
Residential mortgages	2,202	394	1,816	2,210	68	2,505	89
Home improvement and home equity loans	—	—	—	—	—	—	—
Total real estate mortgage	3,512	787	2,737	3,524	464	3,890	136
Real estate construction and development loans	11,713	11,713	—	11,713	—	8,514	268
Agricultural loans	909	—	914	914	620	1,063	63
Installment and student loans	52	52	—	52	—	50	4
Overdraft protection lines	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—
Total installment and student loans	52	52	—	52	—	50	4
Total impaired loans	\$ 19,212	\$ 13,356	\$ 5,886	\$ 19,242	\$ 1,717	\$ 16,825	\$ 625

(1) The recorded investment in loans includes accrued interest receivable of \$30.

(2) Information is based on the nine month period ended September 30, 2018.

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The following is a summary of impaired loans at December 31, 2017 (in 000's).

December 31, 2017	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance (1)	Recorded Investment With Allowance (1)	Total Recorded Investment	Related Allowance	Average Recorded Investment (2)	Interest Recognized (2)
Commercial and business loans	\$ 3,255	\$ 381	\$ 2,887	\$ 3,268	\$ 534	\$ 3,791	\$ 229
Government program loans	49	50	—	50	—	219	5
Total commercial and industrial	3,304	431	2,887	3,318	534	4,010	234
Commercial real estate loans	1,233	—	1,245	1,245	385	1,138	79
Residential mortgages	3,040	1,199	1,852	3,051	103	2,745	142
Home improvement and home equity loans	—	—	—	—	—	—	—
Total real estate mortgage	4,273	1,199	3,097	4,296	488	3,883	221
Real estate construction and development loans	5,951	5,972	—	5,972	—	6,660	418
Agricultural loans	1,200	1	1,203	1,204	866	1,179	48
Installment and student loans	—	—	—	—	—	241	—
Overdraft protection lines	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—
Total installment and student loans	—	—	—	—	—	241	—
Total impaired loans	\$ 14,728	\$ 7,603	\$ 7,187	\$ 14,790	\$ 1,888	\$ 15,973	\$ 921

(1) The recorded investment in loans includes accrued interest receivable of \$62.

(2) Information is based on the twelve month period ended December 31, 2017.

In most cases, the Company uses the cash basis method of income recognition for impaired loans. In the case of certain troubled debt restructurings for which the loan is performing under the current contractual terms for a reasonable period of time, income is recognized under the accrual method.

The average recorded investment in impaired loans for the quarters ended September 30, 2018 and 2017 was \$19,469,000 and \$15,681,000, respectively. Interest income recognized on impaired loans for the quarters ended September 30, 2018 and 2017 was approximately \$173,000 and \$192,000, respectively. For impaired nonaccrual loans, interest income recognized under a cash-basis method of accounting was approximately \$64,000 and \$70,000 for the quarters ended September 30, 2018 and 2017, respectively.

The average recorded investment in impaired loans for the nine months ended September 30, 2018 and 2017 was \$16,825,000 and \$16,366,000, respectively. Interest income recognized on impaired loans for the nine months ended September 30, 2018 and 2017 was approximately \$625,000 and \$738,000, respectively. For impaired nonaccrual loans, interest income recognized under a cash-basis method of accounting was approximately \$277,000 and \$260,000 for the nine months ended September 30, 2018 and 2017, respectively.



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## Troubled Debt Restructurings

In certain circumstances, when the Company grants a concession to a borrower as part of a loan restructuring, the restructuring is accounted for as a troubled debt restructuring (TDR). TDRs are reported as a component of impaired loans.

A TDR is a type of restructuring in which the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession (either imposed by court order, law, or agreement between the borrower and the Bank) to the borrower that it would not otherwise consider. Although the restructuring may take different forms, the Company's objective is to maximize recovery of its investment by granting relief to the borrower.

A TDR may include, but is not limited to, one or more of the following:

- A transfer from the borrower to the Company of receivables from third parties, real estate, other assets, or an equity interest in the borrower is granted to fully or partially satisfy the loan.

- A modification of terms of a debt such as one or a combination of:

The reduction (absolute or contingent) of the stated interest rate.

The extension of the maturity date or dates at a stated interest rate lower than the current market rate for new debt with similar risk.

The reduction (absolute or contingent) of the face amount or maturity amount of debt as stated in the instrument or agreement.

The reduction (absolute or contingent) of accrued interest.

For a restructured loan to return to accrual status there needs to be, among other factors, at least 6 months successful payment history and continued satisfactory performance is expected. To this end, the Company typically performs a financial analysis of the credit to determine whether the borrower has the ability to continue to meet payments over the remaining life of the loan. This includes, but is not limited to, a review of financial statements and cash flow analysis of the borrower. Only after determination that the borrower has the ability to perform under the terms of the loans, will the restructured credit be considered for accrual status. Although the Company does not have a policy which specifically addresses when a loan may be removed from TDR classification, as a matter of practice, loans classified as TDRs generally remain classified as such until the loan either reaches maturity or its outstanding balance is paid off.

The following tables illustrates TDR additions for the periods indicated:

(\$ in 000's)	Three Months Ended September 30, 2018			
	Pre-Modification of Outstanding Contracts Investment	Post-Modification Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings				
Commercial and business loans	\$ —	\$ —	—	\$ —
Government program loans	—	—	—	—
Commercial real estate term loans	—	—	1	393
Single family residential loans	—	—	—	—
Home improvement and home equity loans	—	—	—	—

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Real estate construction and development loans	—	—	—	—
Agricultural loans	—	—	—	—
Installment and student loans	—	—	—	—
Overdraft protection lines	—	—	—	—
Total loans	—\$	—\$	—1	\$ 393

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(\$ in 000's)	Three Months Ended September 30, 2017			
	Pre-Modification of Outstanding Contracts Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings				
Commercial and business loans	—\$ —	\$ —	—	\$ —
Government program loans	—	—	—	—
Commercial real estate term loans	—	—	—	—
Single family residential loans	1 167	167	—	—
Home improvement and home equity loans	—	—	—	—
Real estate construction and development loans	—	—	—	—
Agricultural loans	1 587	587	—	—
Installment and student loans	—	—	—	—
Overdraft protection lines	—	—	—	—
Total loans	2 \$ 754	\$ 754	—	\$ —

(\$ in 000's)	Nine Months Ended September 30, 2018			
	Pre-Modification of Outstanding Contracts Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings				
Commercial and business loans	—\$ —	—\$ —	—	\$ —
Government program loans	—	—	—	—
Commercial real estate term loans	—	—	1	393
Single family residential loans	—	—	—	—
Home improvement and home equity loans	—	—	—	—
Real estate construction and development loans	—	—	1	310
Agricultural loans	—	—	—	—
Installment and student loans	—	—	—	—
Overdraft protection lines	—	—	—	—
Total loans	—\$ —	—\$ —	—2	\$ 703

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(\$ in 000's)	Nine Months Ended September 30, 2017			
	Pre-Modification of Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings				
Commercial and business loans	1 \$ 69	\$ 69	—	\$ —
Government program loans	1 178	178	—	—
Commercial real estate term loans	—	—	—	—
Single family residential loans	2 404	404	—	—
Home improvement and home equity loans	—	—	—	—
Real estate construction and development loans	1 790	790	—	—
Agricultural loans	2 1,437	1,437	—	—
Installment and student loans	—	—	—	—
Overdraft protection lines	—	—	—	—
Total loans	7 \$ 2,878	\$ 2,878	—	\$ —

The Company makes various types of concessions when structuring TDRs including rate discounts, payment extensions, and other-than-temporary forbearance. At September 30, 2018, the Company had 17 restructured loans totaling \$7,402,000 as compared to 25 restructured loans totaling \$11,362,000 at December 31, 2017.

The following tables summarize TDR activity by loan category for the quarters ended September 30, 2018 and September 30, 2017 (in 000's).

Three Months Ended September 30, 2018	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Improvement and Home Equity	Real Estate Construction Development	Agricultural	Installment & Student Loans	Total
Beginning balance	\$ 110	\$ 1,362	\$ 2,219	\$ —	—\$ 2,939	\$ 1,010	\$ —	—\$7,640
Additions	—	—	—	—	—	—	—	—
Principal (reductions) additions	(17 )	(6 )	(16 )	—	(51 )	(102 )	—	(192 )
Charge-offs	—	(46 )	—	—	—	—	—	(46 )
Ending balance	\$ 93	\$ 1,310	\$ 2,203	\$ —	—\$ 2,888	\$ 908	\$ —	—\$7,402
Allowance for loan loss	\$ —	\$ 396	\$ 68	\$ —	—\$ —	\$ 620	\$ —	—\$1,084
Defaults	\$ —	\$ (312 )	\$ —	\$ —	—\$ —	\$ —	\$ —	—\$(312 )

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Three Months Ended September 30, 2017	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Improvement and Home Equity	Rural Estate Construction Development	Agricultural	Installment & Student Loans	Total
Beginning balance	\$ 1,055	\$ 1,062	\$ 2,573	\$ —	—\$ 6,868	\$ 400	\$ —	—\$11,958
Additions	—	—	167	—	—	587	—	754
Principal reductions	(425 )	85	(52 )	—	(70 )	(100 )	—	(562 )
Charge-offs	—	—	—	—	—	—	—	—
Ending balance	\$ 630	\$ 1,147	\$ 2,688	\$ —	—\$ 6,798	\$ 887	\$ —	—\$12,150
Allowance for loan loss	\$ 15	\$ 221	\$ 206	\$ —	—\$ —	\$ 743	\$ —	—\$1,185
Defaults	\$ —	\$ —	\$ —	\$ —	—\$ —	\$ —	\$ —	—\$—

The following tables summarize TDR activity by loan category for the nine months ended September 30, 2018 and September 30, 2017 (in 000's).

Nine Months Ended September 30, 2018	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Improvement and Home Equity	Real Estate Construction Development
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