EVANS BANCORP INC Form 10-K March 05, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-K

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

For the fiscal year ended: December 31, 2009

O	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: <u>0-18539</u> EVANS BANCORP, INC.

(Exact name of registrant as specified in its charter)

New York 16-1332767

(State or other jurisdiction of incorporation or organization)

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

14-16 North Main Street, Angola, New York

14006

(Address of principal executive offices)

(Zip Code)

(716) 926-2000

Registrant s telephone number (including area code) Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, Par Value \$.50 per share

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No b

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No b

Indicate by checkmark 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 o No o

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 b No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. b Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer o Non-accelerated filer o Smaller reporting company þ

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No b On June 30, 2009, the aggregate market value of the registrant s common stock held by non-affiliates was approximately \$35.7 million, based upon the closing sale price of a share of the registrant s common stock on The NASDAQ Global Market.

As of March 5, 2010, 2,827,894 shares of the registrant s common stock were outstanding.

Table of Contents

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant s Proxy Statement relating to the registrant s 2010 Annual Meeting of Shareholders, to be held on April 22, 2010, which will be subsequently filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates, are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

2

Table of Contents

TABLE OF CONTENTS INDEX

PART I	Page
Item 1. BUSINESS	5
Item 1A. RISK FACTORS	26
Item 1B. UNRESOLVED STAFF COMMENTS	30
Item 2. PROPERTIES	30
Item 3. LEGAL PROCEEDINGS	31
Item 4. (REMOVED AND RESERVED)	31
PART II	
Item 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	31
Item 6. SELECTED FINANCIAL DATA	33
Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	33
Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	54
Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	55
Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	98
Item 9A. CONTROLS AND PROCEDURES	98
Item 9B. OTHER INFORMATION 3	98

Table of Contents

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	Page 99
Item 11. EXECUTIVE COMPENSATION	99
Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	99
Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	99
Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES	99
PART IV	
Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	100
SIGNATURES EX-21.1 EX-23.1 EX-31.1 EX-31.2 EX-32.1 EX-32.2	101
4	

PART I

FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K may contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), that involve substantial risks and uncertainties. When used in this report, or in the documents incorporated by reference herein, the words anticipate, believe, estimate, expect, intend, may, plan, seek, and similar expressions identify such forward-looking statements. These forward-looking statements include statements regarding the business plans, prospects, growth and operating strategies of Evans Bancorp, Inc. (the Company), statements regarding the asset quality of the Company s loan and investment portfolios, and estimates of the Company s risks and future costs and benefits.

These forward-looking statements are based largely on the expectations of the Company s management and are subject to a number of risks and uncertainties, including but not limited to general economic conditions, either nationally or in the Company s market areas, that are worse than expected; increased competition among depository or other financial institutions; inflation and changes in the interest rate environment that reduce the Company s margins or reduce the fair value of financial instruments; changes in laws or government regulations affecting financial institutions, including changes in regulatory fees and capital requirements; the Company s ability to enter new markets successfully and capitalize on growth opportunities; the Company s ability to successfully integrate acquired entities; changes in accounting pronouncements and practices, as adopted by financial institution regulatory agencies, the Financial Accounting Standards Board (FASB) and the Public Company Accounting Oversight Board; changes in consumer spending, borrowing and saving habits; changes in the Company s organization, compensation and benefit plans; and other factors discussed elsewhere in this Annual Report on Form 10-K, as well as in the Company s periodic reports filed with the Securities and Exchange Commission (the SEC). Many of these factors are beyond the Company s control and are difficult to predict.

Because of these and other uncertainties, the Company s actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained herein. Forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new, updated information, future events or otherwise.

Item 1. <u>BUSINESS</u> EVANS BANCORP, INC.

Evans Bancorp, Inc. (the Company) is a New York business corporation which is registered as a financial holding company under the Bank Holding Company Act of 1956, as amended (the BHCA). The principal offices of the Company are located at 14-16 North Main Street, Angola, NY 14006 and its telephone number is (716) 926-2000. The Company s administrative office is located at One Grimsby Drive in Hamburg, NY. This facility is occupied by the Office of the President and Chief Executive Officer of the Company, as well as the Administrative and Loan Divisions of Evans Bank. The Company was incorporated on October 28, 1988, but the continuity of its banking business is traced to the organization of the Evans National Bank of Angola on January 20, 1920. Except as the context otherwise requires, the Company and its direct and indirect subsidiaries are collectively referred to in this report as the

Company. The Company s common stock is traded on The NASDAQ Global Market under the symbol EVBN. At December 31, 2009, the Company had consolidated total assets of \$619.4 million, deposits of \$499.5 million and stockholders equity of \$46.0 million.

The Company s primary business is the operation of its subsidiaries. It does not engage in any other substantial business activities. The Company has two direct wholly-owned subsidiaries: (1) Evans Bank, N.A. (Evans Bank or the Bank), which provides a full range of banking services to consumer and commercial customers in Western New York; and (2) Evans National Financial Services, Inc., which owns 100% of the common stock of The Evans Agency, Inc. (TEA), which sells various premium-based insurance policies on a commission basis. At December 31, 2009, the Bank represented 98.1% and ENFS represented 1.9% of the consolidated assets of the Company. Further discussion of our segments is included in Note 19 to the Company s Consolidated Financial Statements included under Item 8 of this Annual Report on Form 10-K.

5

Table of Contents

Evans Bank

The Bank is a nationally chartered bank that has its headquarters and a full-service banking office at 14 North Main Street, Angola, NY, and a total of 13 full-service banking offices in Erie County and Chautauqua County, NY. At December 31, 2009, the Bank had total assets of \$607.7 million, investment securities of \$79.0 million, net loans of \$482.6 million, deposits of \$499.5 million and stockholders—equity of \$40.4 million, compared to total assets of \$516.4 million, security investments of \$75.8 million, net loans of \$401.6 million, deposits of \$404.0 million and stockholders—equity of \$40.2 million at December 31, 2008. The Bank—s principal source of funding is deposits, which it reinvests in the community in the form of loans and investments. The Bank offers deposit products, which include checking and NOW accounts, savings accounts, and certificates of deposit. The Bank—s deposits are insured up to the maximum permitted by the Bank Insurance Fund (the—Insurance Fund—) of the Federal Deposit Insurance Corporation (FDIC—). The Bank offers a variety of loan products to its customers, including commercial and consumer loans and leases and commercial and residential mortgage loans.

As is the case with banking institutions generally, the Bank s operations are significantly influenced by general economic conditions and by related monetary and fiscal policies of banking regulatory agencies, including the Federal Reserve Board (FRB) and FDIC. The Bank is also subject to the supervision, regulation and examination of the Office of the Comptroller of the Currency of the United States of America (the OCC).

The Evans Agency, Inc.

TEA, a retail property and casualty insurance agency, is a wholly-owned subsidiary of Evans Financial Services. TEA is headquartered in Angola, NY, with offices located throughout Western New York. TEA is a full-service insurance agency offering personal, commercial and financial services products. It also has a small consulting department. For the year ended December 31, 2009, TEA had a premium volume of approximately \$37.6 million and total revenue of \$7.2 million.

TEA s primary market area is Erie, Chautauqua, Cattaraugus and Niagara counties. Most lines of personal insurance are provided, including automobile, homeowner s, boat, recreational vehicle, landlord and umbrella coverages. Commercial insurance products are also provided, consisting of property, liability, automobile, inland marine, workers compensation, bonds, crop and umbrella insurance. TEA also provides the following financial services products: life and disability insurance, Medicare supplements, long term care, annuities, mutual funds, retirement programs and New York State Disability.

TEA has a small consulting division which works almost exclusively with school districts. The majority of the work is done in preparing specifications for bidding and reviewing existing insurance programs. The majority of the consulting accounts are located in central and eastern New York.

Other Subsidiaries

In addition to the Bank and TEA, the Company has the following direct and indirect wholly-owned subsidiaries: **Evans National Leasing, Inc.** (ENL). ENL, a wholly-owned subsidiary of the Bank, provided direct financing leasing of commercial small-ticket general business equipment to companies located throughout the contiguous 48 United States. The Company announced in April 2009 that it was exiting the leasing business. After attempts to sell the leasing portfolio, management has decided to service it through to maturity.

Evans National Holding Corp. (ENHC). ENHC, a wholly-owned subsidiary of the Bank, operates as a real estate investment trust that holds commercial real estate loans and residential mortgages, providing additional flexibility and planning opportunities for the business of the Bank.

Suchak Data Systems (SDS). The Company acquired SDS on December 31, 2008. SDS, a wholly-owned subsidiary of the Bank, serves the data processing needs of financial institutions with customized solutions and consultative services. SDS hosts the Bank's core and primary banking systems and provides product development and programming services. SDS's products and services for its other customers include core and online banking systems, check imaging, item processing, and automated teller machine (ATM) services.

Evans National Financial Services, Inc. (ENFS). ENFS is a wholly-owned subsidiary of the Company. ENFS s primary business is to own the business and assets of the Company s non-banking financial services segment subsidiaries.

Table of Contents

ENB Associates Inc. (ENBA). ENBA, a wholly-owned subsidiary of TEA, offers non-deposit investment products, such as annuities and mutual funds.

Frontier Claims Services, Inc. (FCS). FCS is a wholly-owned subsidiary of TEA and provides claims adjusting services to various insurance companies.

The Company also has two special purpose entities: Evans Capital Trust I, a statutory trust formed on September 29, 2004 under the Statutory Trust Act, solely for the purpose of issuing and selling certain securities representing undivided beneficial interests in the assets of the trust, investing the proceeds thereof in certain debentures of the Company and engaging in those activities necessary, advisable or incidental thereto; and ENB Employers Insurance Trust, a Delaware trust company formed in February 2003 for the sole purpose of holding life insurance policies under the Bank s bank-owned life insurance (BOLI) program.

The Company operates in two operating segments banking activities and insurance agency activities. See Note 19 to the Company s Consolidated Financial Statements included under Item 8 of this Annual Report on Form 10-K for more information on the Company s operating segments.

ACQUISITIONS

On July 24, 2009, the Bank entered into a definitive purchase and assumption agreement with the FDIC under which the Bank assumed approximately \$51.0 million in liabilities, consisting almost entirely of deposits and accrued interest, and purchased substantially all of the assets, of Waterford Village Bank, a community bank located in Williamsville, NY (Waterford). Total assets purchased (before fair value adjustments) amounted to approximately \$47.2 million, including a loan portfolio of approximately \$42.0 million. Under the terms of the purchase agreement, the FDIC made an initial payment of \$4.6 million to the Bank, which includes the bid price of a \$0.8 million discount and approximately \$3.8 million for Waterford's capital shortfall at the initial closing. The final settlement will be determined on March 31, 2010. All of the purchased loans and foreclosed real estate acquired by the Bank under the purchase agreement were covered by a loss sharing agreement between the FDIC and the Bank which was included in the purchase agreement. Under this loss sharing agreement, the FDIC agreed to bear 80% of loan and foreclosed real estate losses up to \$5.6 million and 95% of losses that exceed \$5.6 million. Reimbursable losses are based on the book value of the relevant loans and foreclosed assets as determined by the FDIC as of the date of the acquisition.

MARKET AREA

The Company s primary market area is Erie County, Niagara County, northern Chautauqua County and northwestern Cattaraugus County, NY. This primary market area is the area where the Bank principally receives deposits and makes loans and TEA sells insurance. Even though ENL conducts business outside of this defined market area, this activity is not deemed to expand the Company s primary market.

7

AVERAGE BALANCE SHEET INFORMATION

The table below presents the significant categories of the assets and liabilities of the Bank, interest income and interest expense, and the corresponding yields earned and rates paid in 2009, 2008 and 2007. The assets and liabilities are presented as daily averages. The average loan balances include both performing and non-performing loans. Interest income on loans does not include interest on loans for which the Bank has ceased to accrue interest. Securities are stated at fair value. Interest and yield are not presented on a tax-equivalent basis.

	2009				2008		2007			
	Average		Yield/	Average		Yield/	Average		Yield/	
	Balance	Interest		Balance	Interest		Balance	Interest		
A4	(dollars	in thousar	ids)	(dollars	in thousar	nds)	(dollars	in thousa	nds)	
Assets										
Interest-earning assets: Loans and leases, net	\$439,710	\$ 27 416	6 24%	\$357,210	\$ 26 328	7 37%	\$ 297,905	\$ 23,918	8.03%	
Taxable securities	40,594	1,608	3.96%		1,309	4.07%		2,919	4.26%	
Tax-exempt securities	40,242	1,676	4.16%	•	1,490	4.31%	-	1,683	4.32%	
Federal funds sold	1,188	1	0.08%	•	24	1.57%	6,448	317	4.92%	
Total interest-earning	501 704	20.701	5 000	405 402	20.151	6 9501	411.720	20 027	7.000	
assets	521,734	30,701	5.88%	425,493	29,151	6.85%	411,729	28,837	7.00%	
Non interest-earning										
assets:										
Cash and due from banks	12,337			12,592			11,454			
Premises and equipment,										
net	9,547			8,662			8,568			
Other assets	32,886			30,037			29,566			
Total Assets	\$ 576,504			\$ 476,784			\$461,317			
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Liabilities &										
Stockholders Equity										
Interest-bearing liabilities:		41	0.260	¢ 11.702	00	0.600	ф 11 O14	22	0.2007	
NOW Regular savings deposits	\$ 11,514 197,178	41 2,226	1.13%	\$ 11,793 113,266	80 1,801	0.68% 1.59%	-	33 1,061	0.30% 1.20%	
Muni-vest savings	33,266	209	0.63%	•	494	2.11%	-	1,696	4.26%	
Time deposits	142,893	4,368	3.06%	,	5,713	3.97%	149,578	7,264	4.86%	
Other borrowed funds	32,758	843	2.57%	35,876	1,110	3.09%	29,655	1,164	3.93%	
Junior subordinated	- ,			,	, -		.,	, -		
debentures	11,330	399	3.52%	11,330	644	5.68%	11,330	891	7.86%	
Securities sold under										
agreement to repurchase	5,331	21	0.39%	5,151	41	0.80%	6,694	53	0.79%	
Total interest bearing										
Total interest-bearing liabilities	434,270	Q 107	1.87%	344,915	9,883	2.87%	336 706	12 162	3.61%	
naviilues	434,270	8,107	1.0/%	344,913	9,003	2.81%	336,796	12,162	3.01%	

Non interest-bearing liabilities:									
Demand deposits	85,181			75,551			73,577		
Other	12,013			10,972			9,609		
Total liabilities	531,464			431,438			419,982		
Stockholders equity	45,040			45,346			41,335		
Total Liabilities & Equity	\$ 576,504			\$ 476,784			\$ 461,317		
Net interest earnings		\$ 22,594			\$ 19,268			\$ 16,675	
Net yield on interest earning assets			4.33%			4.53%			4.05%
Interest rate spread			4.01%	8		3.98%			3.39%

SECURITIES ACTIVITIES

The primary objectives of the Bank s securities portfolio are to provide liquidity and maximize income while preserving safety of principal. Secondary objectives include: providing collateral to secure local municipal deposits, the investment of funds during periods of decreased loan demand, interest rate sensitivity considerations, supporting local communities through the purchase of tax-exempt securities and tax planning considerations. The Bank s Board of Directors is responsible for establishing overall policy and reviewing performance of the Bank s investments. Under the Bank s policy, acceptable portfolio investments include: United States (U.S.) Government obligations, obligations of federal agencies or U.S. Government-sponsored enterprises, mortgage backed securities, municipal obligations (general obligations, revenue obligations, school districts and non-rated issues from the Bank s general market area), banker s acceptances, certificates of deposit, Industrial Development Authority Bonds, Public Housing Authority Bonds, corporate bonds (each corporation limited to the Bank s legal lending limit), collateralized mortgage obligations, Federal Reserve stock and Federal Home Loan Bank stock.

The Bank s general investment policy is that in-state securities must be rated at least Moody s Baa (or equivalent) at the time of purchase. Out-of-state issues must be rated by Moody s at least Aa (or equivalent) at the time of purchase. Bonds or securities rated below A are reviewed periodically to ensure their continued credit worthiness. While purchase of non-rated municipal securities is permitted, such purchases are limited to bonds issued by municipalities in the Bank s general market area which, in the Bank s judgment, possess no greater credit risk than Baa (or equivalent) bonds. The financial statements of the issuers of non-rated securities are reviewed by the Bank and a credit file of the issuers is kept on each non-rated municipal security with relevant financial information. The securities portfolio of the Bank is priced on a monthly basis.

Pursuant to FASB Accounting Standards Codification (ASC) 320, Investments Debt and Equity Securities, which establishes accounting treatment for investments in securities, all securities in the Banks investment portfolio are either designated as held to maturity or available for sale.

Income from securities held in the Bank s investment portfolio represented approximately 10.7% of total interest income of the Company in 2009 as compared with 9.6% in 2008 and 16.0% in 2007. At December 31, 2009, the Bank s securities portfolio of \$79.0 million consisted primarily of state and municipal securities, mortgage-backed securities issued by the Federal National Mortgage Association (FNMA) and Federal Home Loan Mortgage Corp (FHLMC), and U.S. and federal agency obligations. The Bank did not hold any FNMA or FHLMC perpetual preferred stock or trust-preferred securities at December 31, 2009. The decrease in the securities portfolio income from 2007 to 2008 was a result of the Company s strategy to restructure its balance sheet. The Company sold \$45.0 million of available-for-sale securities in June 2007 while allowing other securities to mature. Correspondingly, the Company allowed certain municipal time deposits to roll off and priced down its muni-vest savings account with certain non-core municipal customers which resulted in the loss of those muni-vest accounts. The increase in the securities portfolio income from 2008 to 2009 was a result of assets purchased with the strong deposit growth in 2009, particularly in the muni-vest savings deposits. The Company s core municipal customers retained higher balances at the Bank instead of bidding out longer-term time deposits. Municipal time deposits are typically put out to bid for multiple banks, resulting in a loss of that deposit business when the Bank is not the winning bidder. Management has the intent and ability to hold the Company s investment securities until recovery or maturity. The Company did not have the intent to sell and it is not considered more likely than not that the Company will be required to sell any individual security in a loss position as of December 31, 2009 before recovery of its cost basis.

Available for sale securities with a total fair value of \$65.2 million at December 31, 2009 were pledged as collateral to secure public deposits and for other purposes required or permitted by law.

Table of Contents

The following table summarizes the Bank s securities with those designated as available for sale valued at fair value and securities designated as held to maturity valued at amortized cost as of December 31, 2009, 2008 and 2007:

	2009	2008 (in thousands)	2007
Available for Sale:		,	
Debt securities			
U.S. government agencies	\$ 12,884	\$ 17,902	\$ 14,189
States and political subdivisions	37,730	35,436	35,658
Total debt securities	\$ 50,614	\$ 53,338	\$49,847
Mortgage-backed securities			
FNMA	\$ 8,779	\$ 8,165	\$ 8,135
FHLMC	11,527	7,587	7,063
GNMA	378		
CMO s	981	1,149	1,587
Total mortgage-backed securities	\$ 21,665	\$ 16,901	\$ 16,785
FRB and Federal Home Loan Bank Stock	3,575	3,565	3,512
Total securities designated as available for sale	\$75,854	\$73,804	\$70,144
Held to Maturity:			
U.S. government agencies	\$ 35	\$ 35	\$ 35
States and political subdivisions	3,129	1,916	2,231
Total securities designated as held to maturity	\$ 3,164	\$ 1,951	\$ 2,266
Total securities	\$79,018	\$ 75,755	\$ 72,410

The following table sets forth the contractual maturities and weighted average interest yields of the Bank s securities portfolio (yields on tax-exempt obligations are not presented on a tax-equivalent basis) as of December 31, 2009:

	Maturing										
	With	nin	After C Withi		After Five But Within Ten		After Ten Years				
	One Year		Ye	ars	Yea	rs					
	Amount	Yield	Amount	`	Amount lars in sands)	Yield	Amount	Yield			
Available for Sale: Debt Securities:					,						
U.S. government agencies States and political	\$ 1,008	4.25%	\$ 828	3.13%	\$ 3,950	4.30%	\$ 7,098	5.58%			
subdivisions	3,928	4.38%	15,567	4.29%	12,881	4.55%	5,354	4.41%			
Total debt securities	\$ 4,936	4.36%	\$ 16,395	4.23%	\$ 16,831	4.49%	\$ 12,452	5.07%			

Mortgage-backed Securities:									
FNMA	\$	50	4.50%	\$ 524	5.04%	\$ 3,568	5.01%	\$ 4,637	4.81%
FHLMC		64	5.00%	3,708	3.20%	1,441	5.02%	6,314	5.45%
GNMA								378	5.00%
CMO s						75	4.25%	906	4.50%
Total mortgage-backed									
securities	\$	114	4.78%	\$ 4,232	3.43%	\$ 5,084	5.00%	\$ 12,235	5.12%
Total available for sale	\$ 3	5,050	4.37%						