

RIVERVIEW BANCORP INC
Form 10-Q
February 13, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2012

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: 0-22957

RIVERVIEW BANCORP, INC.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of incorporation or organization)

91-1838969
(I.R.S. Employer I.D. Number)

900 Washington St., Ste. 900, Vancouver,
Washington
(Address of principal executive offices)

98660
(Zip Code)

Registrant's telephone number, including area code:

(360) 693-6650

Indicate by check mark whether the registrant (1) 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 (§232.405 of this chapter) 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. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer [] Accelerated filer [] Non-accelerated filer []
Smaller Reporting Company [X]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common Stock, \$.01 par value per share, 22,471,890 shares outstanding as of February 12, 2013.

Form 10-Q

RIVERVIEW BANCORP, INC. AND SUBSIDIARY
INDEX

Part I. Financial Information	Page
Item 1: Financial Statements (Unaudited)	
Consolidated Balance Sheets as of December 31, 2012 and March 31, 2012	2
Consolidated Statements of Operations for the Three and Nine Months Ended December 31, 2012 and 2011	3
Consolidated Statements of Comprehensive Income (Loss) Three and Nine Months Ended December 31, 2012 and 2011	4
Consolidated Statements of Equity for the Nine Months Ended December 31, 2012 and 2011	5
Consolidated Statements of Cash Flows for the Nine Months Ended December 31, 2012 and 2011	6
Notes to Consolidated Financial Statements	7-22
Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations	23-39
Item 3: Quantitative and Qualitative Disclosures About Market Risk	40
Item 4: Controls and Procedures	40
Part II. Other Information	41-42
Item 1: Legal Proceedings	
Item 1A: Risk Factors	
Item 2: Unregistered Sale of Equity Securities and Use of Proceeds	
Item 3: Defaults Upon Senior Securities	
Item 4: Mine Safety Disclosures	
Item 5: Other Information	

Item 6: Exhibits

SIGNATURES

43

Certifications

Exhibit 31.1

Exhibit 31.2

Exhibit 32

Forward Looking Statements

As used in this Form 10-Q, the terms “we,” “our” and “Company” refer to Riverview Bancorp, Inc. and its consolidated subsidiaries, unless the context indicates otherwise. When we refer to “Bank” in this Form 10-Q, we are referring to Riverview Community Bank, a wholly-owned subsidiary of Riverview Bancorp, Inc.

“Safe Harbor” statement under the Private Securities Litigation Reform Act of 1995: When used in this Form 10-Q the words “believes,” “expects,” “anticipates,” “estimates,” “forecasts,” “intends,” “plans,” “targets,” “potentially,” “probably,” “outlook,” or similar expressions or future or conditional verbs such as “may,” “will,” “should,” “would,” and “could,” or similar expression are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, assumptions and statements about future performance. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated, including, but not limited to: the credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and changes in the Company’s allowance for loan losses and provision for loan losses that may be impacted by deterioration in the housing and commercial real estate markets; changes in general economic conditions, either nationally or in the Company’s market areas; changes in the levels of general interest rates, and the relative differences between short and long term interest rates, deposit interest rates, the Company’s net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes, land and other properties and fluctuations in real estate values in the Company’s market areas; secondary market conditions for loans and the Company’s ability to sell loans in the secondary market; results of examinations of our bank subsidiary, Riverview Community Bank by the Office of the Comptroller of the Currency and of the Company by the Board of Governors of the Federal Reserve System, or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, require the Company to increase its reserve for loan losses, write-down assets, reclassify its assets, change Riverview Community Bank’s regulatory capital position or affect the Company’s ability to borrow funds or maintain or increase deposits, which could adversely affect its liquidity and earnings; the Company’s compliance with regulatory enforcement actions entered into with its banking regulators and the possibility that noncompliance could result in the imposition of additional enforcement actions and additional requirements or restrictions on its operations; legislative or regulatory changes that adversely affect the Company’s business including changes in regulatory policies and principles, or the interpretation of regulatory capital or other rules, including as a result of Basel III; the Company’s ability to attract and retain deposits; further increases in premiums for deposit insurance; the Company’s ability to control operating costs and expenses; the use of estimates in determining fair value of certain of the Company’s assets, which estimates may prove to be incorrect and result in significant declines in valuation; difficulties in reducing risks associated with the loans on the Company’s balance sheet; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect the Company’s workforce and potential associated charges; computer systems on which the Company depends could fail or experience a security breach; the Company’s ability to retain key members of its senior management team; costs and effects of litigation, including settlements and judgments; the Company’s ability to implement its business strategies; the Company’s ability to successfully integrate any assets, liabilities, customers, systems, and management personnel it may acquire into its operations and the Company’s ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related thereto; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and savings habits; the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions; the Company’s ability to pay dividends on its common stock and interest or principal payments on its junior subordinated debentures; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; changes in accounting policies and practices, as may be adopted by the financial institution regulatory agencies or the Financial Accounting Standards Board, including additional guidance and interpretation on accounting issues and details of the implementation of new accounting methods; other economic, competitive, governmental, regulatory, and technological factors affecting the Company’s operations, pricing, products and services

and the other risks described from time to time in our filings with the Securities and Exchange Commission.

The Company cautions readers not to place undue reliance on any forward-looking statements. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to the Company. The Company does not undertake to revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements. These risks could cause our actual results for fiscal 2013 and beyond to differ materially from those expressed in any forward-looking statements by, or on behalf of, us, and could negatively affect the Company's financial condition and results of operations as well as its stock price performance.

Part I. Financial Information

Item 1. Financial Statements (Unaudited)

RIVERVIEW BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2012 AND MARCH 31, 2012

(In thousands, except share and per share data) (Unaudited)	December 31, 2012	March 31, 2012
ASSETS		
Cash (including interest-earning accounts of \$88,308 and \$33,437)	\$ 107,080	\$ 46,393
Certificates of deposit held for investment	44,137	41,473
Loans held for sale	2,551	480
Investment securities held to maturity, at amortized cost (fair value of \$0 and \$542)	-	493
Investment securities available for sale, at fair value (amortized cost of \$7,773 and \$8,123)	6,204	6,314
Mortgage-backed securities held to maturity, at amortized cost (fair value of \$132 and \$177)	129	171
Mortgage-backed securities available for sale, at fair value (amortized cost of \$529 and \$940)	549	974
Loans receivable (net of allowance for loan losses of \$19,633 and \$19,921)	539,549	664,888
Real estate and other personal property owned	20,698	18,731
Prepaid expenses and other assets	3,399	6,362
Accrued interest receivable	1,818	2,158
Federal Home Loan Bank stock, at cost	7,219	7,350
Premises and equipment, net	17,647	17,068
Deferred income taxes, net	527	603
Mortgage servicing rights, net	406	278
Goodwill	25,572	25,572
Core deposit intangible, net	83	137
Bank owned life insurance	16,996	16,553
TOTAL ASSETS	\$ 794,564	\$ 855,998
LIABILITIES AND EQUITY		
LIABILITIES:		
Deposit accounts	\$ 682,794	\$ 744,455
Accrued expenses and other liabilities	8,700	9,398
Advanced payments by borrowers for taxes and insurance	520	800
Junior subordinated debentures	22,681	22,681
Capital lease obligations	2,458	2,513
Total liabilities	717,153	779,847

COMMITMENTS AND CONTINGENCIES (See Note 14)**EQUITY:**

Shareholders' equity

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Serial preferred stock, \$.01 par value; 250,000 authorized, issued and outstanding: none	-	-
Common stock, \$.01 par value; 50,000,000 authorized		
December 31, 2012 – 22,471,890 issued and outstanding	225	225
March 31, 2012 – 22,471,890 issued and outstanding		
Additional paid-in capital	65,563	65,610
Retained earnings	12,574	11,536
Unearned shares issued to employee stock ownership trust	(516)	(593)
Accumulated other comprehensive loss	(1,023)	(1,171)
Total shareholders' equity	76,823	75,607
Noncontrolling interest	588	544
Total equity	77,411	76,151
TOTAL LIABILITIES AND EQUITY	\$ 794,564	\$ 855,998

See notes to consolidated financial statements.

RIVERVIEW BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED
DECEMBER 31, 2012 AND 2011

(In thousands, except share and per share data)

(Unaudited)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
INTEREST INCOME:				
Interest and fees on loans receivable	\$7,838	\$ 9,669	\$25,351	\$ 29,764
Interest on investment securities – taxable	131	28	222	109
Interest on investment securities – nontaxable	1	11	16	35
Interest on mortgage-backed securities	6	12	21	41
Other interest and dividends				