

OLD NATIONAL BANCORP /IN/
Form 10-Q
August 03, 2012
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2012

.. **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 1-15817

OLD NATIONAL BANCORP

(Exact name of Registrant as specified in its charter)

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INDIANA
(State or other jurisdiction of
incorporation or organization)

35-1539838
(I.R.S. Employer
Identification No.)

One Main Street

Evansville, Indiana
(Address of principal executive offices)

47708
(Zip Code)

(812) 464-1294
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for at least 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 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock. The Registrant has one class of common stock (no par value) with 94,687,000 shares outstanding at June 30, 2012.

Table of Contents

OLD NATIONAL BANCORP

FORM 10-Q

INDEX

	<u>Page No.</u>
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements	
<u>Consolidated Balance Sheets</u> <u>June 30, 2012 (unaudited), December 31, 2011 and June 30, 2011 (unaudited)</u>	3
<u>Consolidated Statements of Income (unaudited)</u> <u>Three and six months ended June 30, 2012 and 2011</u>	4
<u>Consolidated Statements of Comprehensive Income (unaudited)</u> <u>Three and six months ended June 30, 2012 and 2011</u>	5
<u>Consolidated Statements of Changes in Shareholders' Equity (unaudited)</u> <u>Six months ended June 30, 2012 and 2011</u>	6
<u>Consolidated Statements of Cash Flows (unaudited)</u> <u>Six months ended June 30, 2012 and 2011</u>	7
<u>Notes to Consolidated Financial Statements (unaudited)</u>	8
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	59
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	86
<u>Item 4. Controls and Procedures</u>	86
<u>PART II OTHER INFORMATION</u>	87
<u>SIGNATURES</u>	94

Table of Contents**OLD NATIONAL BANCORP****CONSOLIDATED BALANCE SHEETS**

(dollars and shares in thousands, except per share data)	June 30, 2012 (unaudited)	December 31, 2011	June 30, 2011 (unaudited)
Assets			
Cash and due from banks	\$ 165,093	\$ 191,626	\$ 139,821
Money market and other interest-earning investments	97,953	31,246	195,796
Total cash and cash equivalents	263,046	222,872	335,617
Trading securities at fair value	2,918	2,816	2,916
Investment securities available-for-sale, at fair value			
U.S. Treasury	15,598	65,769	62,746
U.S. Government-sponsored entities and agencies	347,289	173,185	387,211
Mortgage-backed securities	1,214,689	1,268,155	1,207,624
States and political subdivisions	462,065	402,844	368,421
Other securities	168,621	161,323	176,853
Total investment securities available-for-sale	2,208,262	2,071,276	2,202,855
Investment securities held-to-maturity, at amortized cost (fair value \$493,704, \$507,699 and \$574,174 respectively)	463,935	484,590	567,708
Federal Home Loan Bank stock, at cost	30,835	30,835	19,673
Residential loans held for sale, at fair value	4,366	4,528	6,104
Loans:			
Commercial	1,205,532	1,216,654	1,269,607
Commercial real estate	1,042,581	1,067,370	1,170,401
Residential real estate	1,122,800	995,458	795,442
Consumer credit, net of unearned income	855,386	861,361	881,891
Covered loans, net of discount	489,331	626,360	
Total loans	4,715,630	4,767,203	4,117,341
Allowance for loan losses	(50,424)	(57,117)	(70,189)
Allowance for loan losses covered loans	(4,336)	(943)	
Net loans	4,660,870	4,709,143	4,047,152
FDIC indemnification asset	127,717	147,566	
Premises and equipment, net	71,823	71,870	65,915
Accrued interest receivable	44,163	44,801	42,600
Goodwill	253,177	253,177	236,313
Other intangible assets	30,205	33,624	34,114
Company-owned life insurance	251,676	248,693	245,841
Assets held for sale	12,784	16,861	
Other real estate owned and repossessed personal property	10,765	7,119	9,875
Other real estate owned covered	22,170	30,443	
Other assets	230,844	229,469	202,165
Total assets	\$ 8,689,556	\$ 8,609,683	\$ 8,018,848
Liabilities			
Deposits:			
Noninterest-bearing demand	\$ 1,847,904	\$ 1,728,546	\$ 1,504,632

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Interest-bearing:			
NOW	1,603,669	1,569,084	1,332,961
Savings	1,683,777	1,570,422	1,304,172
Money market	283,092	295,847	315,344
Time	1,251,831	1,447,664	1,557,978
Total deposits	6,670,273	6,611,563	6,015,087
Short-term borrowings	346,000	424,849	305,205
Other borrowings	273,714	290,774	440,470
Accrued expenses and other liabilities	325,842	248,941	249,812
Total liabilities	7,615,829	7,576,127	7,010,574
Shareholders Equity			
Preferred stock, series A, 1,000 shares authorized, no shares issued or outstanding			
Common stock, \$1 stated value, 150,000 shares authorized, 94,687, 94,654 and 94,752 shares issued and outstanding, respectively	94,687	94,654	94,752
Capital surplus	835,028	834,033	832,942
Retained earnings	121,670	89,865	64,178
Accumulated other comprehensive income, net of tax	22,342	15,004	16,402
Total shareholders equity	1,073,727	1,033,556	1,008,274
Total liabilities and shareholders equity	\$ 8,689,556	\$ 8,609,683	\$ 8,018,848

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

Table of Contents**OLD NATIONAL BANCORP****CONSOLIDATED STATEMENTS OF INCOME (unaudited)**

(dollars and shares in thousands, except per share data)	Three Months Ended		Six Months Ended	
	June 30, 2012	2011	June 30, 2012	2011
Interest Income				
Loans including fees:				
Taxable	\$ 62,911	\$ 52,047	\$ 125,041	\$ 102,352
Nontaxable	2,228	2,335	4,447	4,657
Investment securities, available-for-sale:				
Taxable	11,316	12,875	22,660	26,533
Nontaxable	3,905	3,320	7,485	6,841
Investment securities, held-to-maturity, taxable	4,894	6,140	9,869	12,552
Money market and other interest-earning investments	10	155	25	254
Total interest income	85,264	76,872	169,527	153,189
Interest Expense				
Deposits	7,044	9,585	14,726	19,588
Short-term borrowings	118	114	245	258
Other borrowings	2,129	4,854	4,310	9,657
Total interest expense	9,291	14,553	19,281	29,503
Net interest income	75,973	62,319	150,246	123,686
Provision for loan losses	393	3,207	2,449	6,519
Net interest income after provision for loan losses	75,580	59,112	147,797	117,167
Noninterest Income				
Wealth management fees	5,844	5,327	10,940	10,427
Service charges on deposit accounts	12,904	12,464	25,766	24,014
ATM fees	5,895	6,079	12,228	11,970
Mortgage banking revenue	773	909	1,332	1,861
Insurance premiums and commissions	9,311	9,011	18,925	19,581
Investment product fees	3,163	2,933	6,094	5,527
Company-owned life insurance	1,512	1,298	3,007	2,470
Net securities gains	6,992	666	7,611	2,165
Total other-than-temporary impairment losses	(780)	(1,433)	(876)	(1,732)
Loss recognized in other comprehensive income		1,233		1,233
Impairment losses recognized in earnings	(780)	(200)	(876)	(499)
Gain on derivatives	249	221	431	553
Gain on sale leaseback transactions	1,606	1,637	3,213	3,273
Change in FDIC indemnification asset	(4,005)		759	
Other income	5,078	3,244	8,245	5,068
Total noninterest income	48,542	43,589	97,675	86,410
Noninterest Expense				
Salaries and employee benefits	46,751	43,084	92,797	87,605
Occupancy	13,256	12,196	25,716	24,498

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Equipment	2,967	2,845	5,823	5,842
Marketing	1,495	1,582	2,937	2,899
Data processing	5,934	5,770	11,403	11,835
Communication	2,602	2,644	5,426	4,978
Professional fees	2,630	2,134	5,354	4,557
Loan expense	1,528	1,125	3,136	2,212
Supplies	609	932	1,367	1,545
FDIC assessment	1,379	1,773	2,774	3,964
Other real estate owned expense	1,576	764	11,383	1,102
Amortization of intangibles	1,911	1,838	3,932	3,762
Other expense	3,389	3,071	5,266	4,884
Total noninterest expense	86,027	79,758	177,314	159,683
Income before income taxes	38,095	22,943	68,158	43,894
Income tax expense	10,889	5,927	19,229	10,445
Net income	\$ 27,206	\$ 17,016	\$ 48,929	\$ 33,449
Net income per common share basic	\$ 0.29	\$ 0.18	\$ 0.52	\$ 0.35
Net income per common share diluted	0.29	0.18	0.52	0.35
Weighted average number of common shares outstanding-basic	94,514	94,479	94,479	94,456
Weighted average number of common shares outstanding-diluted	94,871	94,701	94,847	94,674
Dividends per common share	\$ 0.09	\$ 0.07	\$ 0.18	\$ 0.14

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

Table of Contents**OLD NATIONAL BANCORP****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)**

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net income	\$ 27,206	\$ 17,016	\$ 48,929	\$ 33,449
Other comprehensive income				
Change in securities available-for-sale:				
Unrealized holding gains for the period	11,221	22,769	17,461	31,292
Reclassification adjustment for securities gains realized in income	(6,992)	(666)	(7,611)	(2,165)
Other-than-temporary-impairment on available-for-sale securities recorded in other comprehensive income		(1,233)		(1,233)
Other-than-temporary-impairment on available-for-sale securities associated with credit loss realized in income	780	200	876	499
Income tax effect	(1,859)	(8,371)	(4,175)	(11,053)
Unrealized gains on available-for-sale securities	3,150	12,699	6,551	17,340
Change in securities held-to-maturity:				
Amortization of fair value for securities held-to-maturity previously recognized into accumulated other comprehensive income	(231)	(474)	(461)	(967)
Income tax effect	92	190	184	387
Changes from securities held-to-maturity	(139)	(284)	(277)	(580)
Cash flow hedges:				
Net unrealized derivative gains (losses) on cash flow hedges		(291)	(240)	(609)
Reclassification adjustment on cash flow hedges		72		144
Income tax effect		88	96	187
Changes from cash flow hedges		(131)	(144)	(278)
Defined benefit pension plans:				
Amortization of net loss recognized in income	1,007	1,080	2,014	1,983
Income tax effect	(403)	(432)	(806)	(794)
Changes from defined benefit pension plans	604	648	1,208	1,189
Other comprehensive income, net of tax	3,615	12,932	7,338	17,671
Comprehensive income	\$ 30,821	\$ 29,948	\$ 56,267	\$ 51,120

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

Table of Contents**OLD NATIONAL BANCORP****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY (unaudited)**

(dollars and shares in thousands)	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders Equity
Balance, December 31, 2010	\$ 87,183	\$ 748,873	\$ 44,018	\$ (1,269)	\$ 878,805
Comprehensive income					
Net income			33,449		33,449
Other comprehensive income					
Change in unrealized gain (loss) on securities available for sale, net of reclassification and tax				17,340	17,340
Transferred securities, net of tax				(580)	(580)
Reclassification adjustment on cash flows hedges, net of tax				(278)	(278)
Net loss, settlement cost and amortization of net (gain) loss on defined benefit pension plans, net of tax				1,189	1,189
Acquisition Monroe Bancorp	7,575	82,495			90,070
Dividends common stock			(13,263)		(13,263)
Common stock issued	10	101			111
Common stock repurchased	(32)	(301)			(333)
Stock based compensation expense		1,539			1,539
Stock activity under incentive comp plans	16	235	(26)		225
Balance, June 30, 2011	\$ 94,752	\$ 832,942	\$ 64,178	\$ 16,402	\$ 1,008,274
Balance, December 31, 2011	\$ 94,654	\$ 834,033	\$ 89,865	\$ 15,004	\$ 1,033,556
Comprehensive income					
Net income			48,929		48,929
Other comprehensive income					
Change in unrealized gain (loss) on securities available for sale, net of reclassification and tax				6,551	6,551
Transferred securities, net of tax				(277)	(277)
Reclassification adjustment on cash flows hedges, net of tax				(144)	(144)
Net loss, settlement cost and amortization of net (gain) loss on defined benefit pension plans, net of tax				1,208	1,208
Dividends common stock			(17,023)		(17,023)
Common stock issued	10	113			123
Common stock repurchased	(55)	(631)			(686)
Stock based compensation expense		1,344			1,344
Stock activity under incentive comp plans	78	169	(101)		146
Balance, June 30, 2012	\$ 94,687	\$ 835,028	\$ 121,670	\$ 22,342	\$ 1,073,727

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

Table of Contents**OLD NATIONAL BANCORP****CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

(dollars in thousands)	Six Months Ended June 30,	
	2012	2011
Cash Flows From Operating Activities		
Net income	\$ 48,929	\$ 33,449
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	5,008	5,112
Amortization and impairment of other intangible assets	3,932	3,762
Net premium amortization on investment securities	7,439	4,242
Accretion of FDIC indemnification asset	(759)	
Stock compensation expense	1,344	1,539
Provision for loan losses	2,449	6,519
Net securities gains	(7,611)	(2,165)
Impairment on available-for-sale securities	876	499
Gain on sale leasebacks	(3,213)	(3,273)
Gain on derivatives	(431)	(553)
Net (gains) losses on sales and write-downs of loans and other assets	301	(879)
Increase in cash surrender value of company owned life insurance	(2,983)	(2,443)
Residential real estate loans originated for sale	(30,118)	(51,273)
Proceeds from sale of residential real estate loans	30,654	56,524
Decrease in interest receivable	638	2,175
Decrease in other real estate owned	4,627	4,705
(Increase) decrease in other assets	(17,794)	8,263
Increase in accrued expenses and other liabilities	81,690	47,072
Total adjustments	76,049	79,826
Net cash flows provided by operating activities	124,978	113,275
Cash Flows From Investing Activities		
Cash and cash equivalents of acquired banks		83,604
Purchases of investment securities available-for-sale	(546,146)	(446,971)
Purchase of trust assets		(1,301)
Proceeds from the call/repurchase of FHLB stock		14,587
Proceeds from maturities, prepayments and calls of investment securities available-for-sale	340,782	282,800
Proceeds from sales of investment securities available-for-sale	80,176	91,372
Proceeds from maturities, prepayments and calls of investment securities held-to-maturity	18,541	73,936
Proceeds from sale of loans	2,242	4,743
Reimbursements under FDIC loss share agreements	32,433	
Net principal collected from loan customers	43,582	59,766
Proceeds from sale of premises and equipment and other assets	3,434	342
Purchases of premises and equipment and other assets	(5,061)	(2,552)
Net cash flows provided by (used in) investing activities	(30,017)	160,326
Cash Flows From Financing Activities		
Net increase (decrease) in deposits and short-term borrowings:		
Deposits	58,710	(101,899)
Short-term borrowings	(78,849)	(55,556)

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Payments for maturities on other borrowings	(1,072)	(403)
Payments related to retirement of debt	(16,000)	(18,333)
Cash dividends paid on common stock	(17,023)	(13,263)
Common stock repurchased	(686)	(333)
Proceeds from exercise of stock options, including tax benefit	10	140
Common stock issued	123	111
Net cash flows used in financing activities	(54,787)	(189,536)
Net increase in cash and cash equivalents	40,174	84,065
Cash and cash equivalents at beginning of period	222,872	251,552
Cash and cash equivalents at end of period	\$ 263,046	\$ 335,617
Supplemental cash flow information:		
Total interest paid	\$ 20,602	\$ 30,007
Total taxes paid (net of refunds)	\$ 6,369	\$ 4,605

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

Table of Contents**OLD NATIONAL BANCORP****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****NOTE 1 BASIS OF PRESENTATION**

The accompanying unaudited consolidated financial statements include the accounts of Old National Bancorp and its wholly-owned affiliates (hereinafter collectively referred to as Old National) and have been prepared in conformity with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry. Such principles require management to make estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The allowance for loan losses, acquired impaired loans, valuation and impairment of securities, goodwill and intangibles, derivative financial instruments, and income taxes are particularly subject to change. In the opinion of management, the consolidated financial statements contain all the normal and recurring adjustments necessary for a fair statement of the financial position of Old National as of June 30, 2012 and 2011, and December 31, 2011, and the results of its operations for the three and six months ended June 30, 2012 and 2011. Interim results do not necessarily represent annual results. These financial statements should be read in conjunction with Old National's Annual Report for the year ended December 31, 2011.

All significant intercompany transactions and balances have been eliminated. Certain prior year amounts have been reclassified to conform with the 2012 presentation. Such reclassifications had no effect on net income or shareholders' equity.

NOTE 2 RECENT ACCOUNTING PRONOUNCEMENTS

FASB ASC 820 In May 2011, the FASB issued an update (ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs) impacting FASB ASC 820, Fair Value Measurement. The amendments in this update will improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRSs). Among the many areas affected by this update are the concept of highest and best use, the fair value of an instrument included in shareholders' equity and disclosures about fair value measurement, especially disclosures about fair value measurements categorized within Level 3 of the fair value hierarchy. This update became effective for the Company for interim and annual reporting periods beginning after December 15, 2011 and did not have a material impact on the consolidated financial statements.

FASB ASC 220 In June 2011, the FASB issued an update (ASU No. 2011-05, Presentation of Comprehensive Income) impacting FASB ASC 220, Comprehensive Income. The amendments in this update eliminate the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. An entity will have the option to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. An entity will be required to present on the face of financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income. This update and ASC No. 2011-12, which defers a portion of this guidance, became effective for the Company for interim and annual reporting periods beginning after December 15, 2011 and did not have a material impact on the consolidated financial statements.

FASB ASC 350 In September 2011, the FASB issued an update (ASU No. 2011-08, Testing Goodwill for Impairment) impacting FASB ASC 350-20, Intangibles—Goodwill and Other. The amendments in this update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than the carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more likely than not threshold is defined as having a likelihood of more than 50 percent. If after assessing the totality of events or circumstances, it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. If an entity concludes that it is more likely than not that the fair value of the reporting unit is less than the carrying amount, the entity is required to perform the first step of the two-step impairment. If the carrying amount of a reporting unit exceeds its fair value, then the entity is required to perform the second step of the goodwill impairment test to measure the amount of the impairment loss. This update is effective for the Company for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The Company does not expect this guidance to have a material impact on the consolidated financial statements.

Table of Contents

FASB ASC 360 In December 2011, the FASB issued an update (ASU No. 2011-10, Derecognition of in Substance Real Estate – a Scope Clarification) impacting FASB ASC 360-20, Property, Plant, and Equipment – Real Estate Sales. Under the amendments in this update, when a parent (reporting entity) ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt, the reporting entity should apply the guidance in Subtopic 360-20 to determine whether it should derecognize the in substance real estate. Generally, a reporting entity would not satisfy the requirements to derecognize the in substance real estate before the legal transfer of the real estate to the lender and the extinguishment of the related nonrecourse debt. This update became effective for the Company for interim and annual reporting periods beginning on or after June 15, 2012. The Company does not expect this guidance to have a material impact on the consolidated financial statements.

FASB ASC 210 In December 2011, the FASB issued an update (ASU No. 2011-11, Disclosures about Offsetting Assets and Liabilities) impacting FASB ASC 210-20, Balance Sheet – Offsetting. The amendments in this update require disclosure of both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The disclosure requirements are irrespective of whether they are offset in the financial statements. This update becomes effective for the Company for interim and annual reporting periods beginning on or after January 1, 2013. The Company is currently evaluating the impact of adopting the new guidance on the consolidated financial statements, but it is not expected to have a material impact.

FASB ASC 220 In December 2011, the FASB issued an update (ASU No. 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05) impacting FASB ASC 220, Comprehensive Income. This update defers the requirement to present items that are reclassified from accumulated other comprehensive income to net income in both the statement where net income is presented and the statement where other comprehensive income is presented. An entity should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU No. 2011-05. This update became effective for the Company for interim and annual reporting periods beginning after December 15, 2011 and did not have a material impact on the consolidated financial statements.

NOTE 3 ACQUISITION AND DIVESTITURE ACTIVITY

Integra Bank N.A.

On July 29, 2011, Old National acquired the banking operations of Integra Bank N.A. in an FDIC assisted transaction. As part of the purchase and assumption agreement, the Company and the FDIC entered into loss sharing agreements whereby the FDIC will cover a substantial portion of any future losses on loans (and related unfunded commitments), other real estate owned and up to 90 days of certain accrued interest on loans. The acquired loans and OREO subject to the loss sharing agreements are referred to collectively as covered assets. Under the terms of the loss sharing agreements, the FDIC will reimburse Old National for 80% of losses up to \$275.0 million, losses in excess of \$275.0 million up to \$467.2 million at 0% reimbursement, and 80% of losses in excess of \$467.2 million. Old National will reimburse the FDIC for its share of recoveries with respect to losses for which the FDIC has reimbursed the Bank under the loss sharing agreements. The loss sharing provisions of the agreements for commercial and single family residential mortgage loans are in effect for five and ten years, respectively, from the July 29, 2011 acquisition date and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition date.

Integra was a full service community bank headquartered in Evansville, Indiana that operated 52 branch locations. We entered into this transaction due to the attractiveness in the pricing of the acquired loan portfolio, including the indemnification assets, and the attractiveness of immediate low cost core deposits. We also believed there were opportunities to enhance income and improve efficiencies. We believe participating with the FDIC in this assisted transaction was advantageous to the Company.

Table of Contents

The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the July 29, 2011 acquisition date. The application of the acquisition method of accounting resulted in the recognition of \$16.9 million of goodwill and \$4.3 million of core deposit intangible, after tax. The goodwill represents the excess of the estimated fair value of the liabilities assumed over the estimated fair value of the assets acquired and is influenced significantly by the FDIC-assisted transaction process. Goodwill of \$29.0 million is deductible for income tax purposes.

Due primarily to the significant amount of fair value adjustments and the FDIC loss sharing agreements put in place, historical results for Integra are not meaningful to the Company's results and thus no pro forma information is presented.

Under the acquisition method of accounting, the total purchase price is allocated to Integra's net tangible and intangible assets based on their current estimated fair values on the date of acquisition. The purchase price of \$170.8 million was allocated as follows:

(dollars in thousands)

Assets Acquired	
Cash and cash equivalents	\$ 314,954
Investment securities available for sale	453,700
Federal Home Loan Bank stock, at cost	15,226
Residential loans held for sale	1,690
Loans covered	727,330
Loans non-covered	56,828
Premises and equipment	19,713
Other real estate owned	34,055
Accrued interest receivable	4,751
Goodwill	16,864
Other intangible assets	4,291
FDIC indemnification asset	167,949
Other assets	9,999
Assets acquired	\$ 1,827,350
Liabilities Assumed	
Deposits	\$ 1,443,209
Short-term borrowings	7,654
Other borrowings	192,895
FDIC settlement payable	170,759
Other liabilities	12,833
Liabilities assumed	\$ 1,827,350

Divestiture

On December 2, 2011, Old National sold \$106.9 million of deposits from four of the former Integra Bank branches located in the Chicago area to First Midwest Bank. Old National recorded a net gain of \$0.5 million after recording the \$0.4 million deposit premium plus \$0.8 million related to the time deposit premium less \$0.7 million of accelerated amortization associated with the core deposit intangible. Old National retained all of the loans.

Table of Contents**Trust Business of Integra Bank**

On June 1, 2011, Old National Bancorp's wholly owned trust subsidiary, American National Trust and Investment Management Company d/b/a Old National Trust Company (ONTC), acquired the trust business of Integra Bank, N.A. in a transaction unrelated to the previously noted FDIC transaction. As of the closing, the trust business had approximately \$328 million in assets under management. This transaction brings the total assets under management by Old National's Wealth Management division to approximately \$4.4 billion. Old National paid Integra \$1.3 million in an all cash transaction and recorded acquisition-related costs of \$126 thousand. Old National recorded \$1.3 million of customer relationship intangible assets which will be amortized on an accelerated basis over 12 years and is included in the Other segment, as described in Note 20 of the consolidated financial statement footnotes.

Monroe Bancorp

On January 1, 2011, Old National acquired 100 % of Monroe Bancorp (Monroe) in an all stock transaction. Monroe was headquartered in Bloomington, Indiana and had 15 banking centers. The acquisition increases Old National's market position to number 1 in Bloomington and strengthens its position as the third largest branch network in Indiana. Pursuant to the merger agreement, the shareholders of Monroe received approximately 7.6 million shares of Old National Bancorp stock valued at approximately \$90.1 million.

Under the acquisition method of accounting, the total purchase price is allocated to Monroe's net tangible and intangible assets based on their current fair values on the date of the acquisition. The purchase price for the Monroe acquisition is allocated as follows (in thousands):

Cash and cash equivalents	\$ 83,604
Trading securities	3,877
Investment securities available for sale	140,422
Investment securities held to maturity	6,972
Federal Home Loan Bank stock, at cost	2,323
Loans held for sale	6,328
Loans	447,038
Premises and equipment	19,738
Accrued interest receivable	1,804
Company-owned life insurance	17,206
Other assets	41,538
Deposits	(653,813)
Short-term borrowings	(62,529)
Other borrowings	(37,352)
Accrued expenses and other liabilities	(6,000)
Net tangible assets acquired	11,156
Definite-lived intangible assets acquired	10,485
Goodwill	68,429
Purchase price	\$ 90,070

Of the total purchase price, \$11.2 million has been allocated to net tangible assets acquired and \$10.5 million has been allocated to definite-lived intangible assets acquired. The remaining purchase price has been allocated to goodwill. The goodwill will not be deductible for tax purposes and is included in the Community Banking and Other segments, as described in Note 20 of these consolidated financial statement footnotes.

The components of the estimated fair value of the acquired identifiable intangible assets are in the table below. These intangible assets will be amortized on an accelerated basis over their estimated lives and are included in the Community Banking and Other segments, as described in Note 20 of these consolidated financial statement footnotes.

	Estimated Fair Value (in millions)	Estimated Useful Lives (Years)
Core deposit intangible	\$ 8.2	10
Trust customer relationship intangible	\$ 2.3	12

Table of Contents**Indiana Community Bancorp**

On January 25, 2012, Old National announced its agreement to acquire Indiana Community Bancorp in an all stock transaction. Indiana Community Bancorp is an Indiana bank holding company with Indiana Bank and Trust Company (IBTC) as its wholly owned subsidiary. Headquartered in Columbus, Indiana, IBTC has 17 full-service banking centers serving the South Central Indiana area and approximately \$985 million in assets. The acquisition increases Old National's position as the third largest branch network in Indiana. Pursuant to the merger agreement, the shareholders of Indiana Community Bancorp will receive 1.90 shares of Old National Bancorp common stock for each share of Indiana Community Bancorp common stock, subject to certain adjustments. The transaction is valued at approximately \$79.2 million. On July 24, 2012, the shareholders of Indiana Community Bancorp approved the merger of the corporation into Old National Bancorp. The transaction is expected to close in the third quarter of 2012 subject to approval by federal and state regulatory authorities.

NOTE 4 NET INCOME PER SHARE

The following table reconciles basic and diluted net income per share for the three and six months ended June 30:

(dollars and shares in thousands, except per share data)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011
Basic Earnings Per Share		
Net income	\$ 27,206	\$ 17,016
Weighted average common shares outstanding	94,514	94,479
Basic Earnings Per Share	\$ 0.29	\$ 0.18
Diluted Earnings Per Share		
Net income	\$ 27,206	\$ 17,016
Weighted average common shares outstanding	94,514	94,479
Effect of dilutive securities:		
Restricted stock (1)	339	203
Stock options (2)	18	19
Weighted average shares outstanding	94,871	94,701
Diluted Earnings Per Share	\$ 0.29	\$ 0.18

Table of Contents

(dollars and shares in thousands, except per share data)	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Basic Earnings Per Share		
Net income	\$ 48,929	\$ 33,449
Weighted average common shares outstanding	94,479	94,456
Basic Earnings Per Share	\$ 0.52	\$ 0.35
Diluted Earnings Per Share		
Net income	\$ 48,929	\$ 33,449
Weighted average common shares outstanding	94,479	94,456
Effect of dilutive securities:		
Restricted stock (1)	350	194
Stock options (2)	18	24
Weighted average shares outstanding	94,847	94,674
Diluted Earnings Per Share	\$ 0.52	\$ 0.35

- (1) 0 and 1 shares of restricted stock and restricted stock units were not included in the computation of net income per diluted share for the second quarter ended June 30, 2012 and 2011, respectively, because the effect would be antidilutive. 1 and 87 shares of restricted stock and restricted stock units were not included in the computation of net income per diluted share for the six months ended June 30, 2012 and 2011, respectively, because the effect would be antidilutive.
- (2) Options to purchase 3,113 shares and 4,606 shares outstanding at June 30, 2012 and 2011, respectively, were not included in the computation of net income per diluted share for the second quarter ended June 30, 2012 and 2011, respectively, because the exercise price of these options was greater than the average market price of the common shares and, therefore, the effect would be antidilutive. Options to purchase 3,106 and 4,606 shares outstanding at June 30, 2012 and 2011, respectively, were not included in the computation of net income per diluted share for the six months ended June 30, 2012 and 2011, respectively, because the exercise price of these options was greater than the average market price of the common shares and, therefore, the effect would be antidilutive.

Table of Contents**NOTE 5 ACCUMULATED OTHER COMPREHENSIVE INCOME**

The following tables summarize the changes within each classification of accumulated other comprehensive income (AOCI) net of tax for the six months ended June 30, 2012 and 2011:

(dollars in thousands)	AOCI at December 31, 2011	Other Comprehensive Income	AOCI at June 30, 2012
Unrealized gains on available-for-sale securities	\$ 53,911	\$ 6,551	\$ 60,462
Unrealized losses on securities for which other-than-temporary-impairment has been recognized	(29,299)		(29,299)
Unrealized gains (losses) on held-to-maturity securities	4,745	(277)	4,468
Unrecognized gain (loss) on cash flow hedges	145	(144)	1
Defined benefit pension plans	(14,498)	1,208	(13,290)
Accumulated other comprehensive income (loss)	\$ 15,004	\$ 7,338	\$ 22,342

(dollars in thousands)	AOCI at December 31, 2010	Other Comprehensive Income	AOCI at June 30, 2011
Unrealized gains on available-for-sale securities	\$ 31,962	\$ 18,093	\$ 50,055
Unrealized losses on securities for which other-than-temporary-impairment has been recognized	(28,173)	(753)	(28,926)
Unrealized gains (losses) on held-to-maturity securities	5,667	(580)	5,087
Unrecognized gain on cash flow hedges	846	(278)	568
Defined benefit pension plans	(11,571)	1,189	(10,382)
Accumulated other comprehensive income (loss)	\$ (1,269)	\$ 17,671	\$ 16,402

Table of Contents**NOTE 6 INVESTMENT SECURITIES**

The following table summarizes the amortized cost and fair value of the available-for-sale and held-to-maturity investment securities portfolio at June 30, 2012 and December 31, 2011 and the corresponding amounts of unrealized gains and losses therein:

(dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
June 30, 2012				
Available-for-sale				
U.S. Treasury	\$ 15,166	\$ 432	\$	\$ 15,598
U.S. Government-sponsored entities and agencies	345,161	2,183	(55)	347,289
Mortgage-backed securities Agency	1,109,721	31,384	(163)	1,140,942
Mortgage-backed securities Non-agency	76,805	514	(3,572)	73,747
States and political subdivisions	431,989	30,604	(528)	462,065
Pooled trust preferred securities	25,294		(16,834)	8,460
Other securities	151,749	9,942	(1,530)	160,161
Total available-for-sale securities	\$ 2,155,885	\$ 75,059	\$ (22,682)	\$ 2,208,262
Held-to-maturity				
U.S. Government-sponsored entities and agencies	\$ 175,568	\$ 11,662	\$	\$ 187,230
Mortgage-backed securities Agency	69,537	2,797		72,334
States and political subdivisions	215,836	15,311	(1)	231,146
Other securities	2,994			2,994
Total held-to-maturity securities	\$ 463,935	\$ 29,770	\$ (1)	\$ 493,704
December 31, 2011				
Available-for-sale				
U.S. Treasury	\$ 65,221	\$ 548	\$	\$ 65,769
U.S. Government-sponsored entities and agencies	171,629	1,621	(65)	173,185
Mortgage-backed securities Agency	1,153,629	28,687	(61)	1,182,255
Mortgage-backed securities Non-agency	90,355	418	(4,873)	85,900
States and political subdivisions	376,609	26,428	(193)	402,844
Pooled trust preferred securities	25,461		(18,134)	7,327
Other securities	147,897	8,365	(2,266)	153,996
Total available-for-sale securities	\$ 2,030,801	\$ 66,067	\$ (25,592)	\$ 2,071,276
Held-to-maturity				
U.S. Government-sponsored entities and agencies	\$ 177,159	\$ 11,434	\$	\$ 188,593
Mortgage-backed securities Agency	84,075	3,305		87,380
States and political subdivisions	216,345	8,548	(176)	224,717
Other securities	7,011		(2)	7,009
Total held-to-maturity securities	\$ 484,590	\$ 23,287	\$ (178)	\$ 507,699

Table of Contents

All of the mortgage-backed securities in the investment portfolio are residential mortgage-backed securities. The amortized cost and fair value of the investment securities portfolio are shown by expected maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Weighted average yield is based on amortized cost.

(dollars in thousands) Maturity	June 30, 2012		Weighted Average Yield
	Amortized Cost	Fair Value	
Available-for-sale			
Within one year	\$ 29,958	\$ 30,218	3.69%
One to five years	90,576	95,381	3.65
Five to ten years	435,110	449,338	3.02
Beyond ten years	1,600,241	1,633,325	3.33
Total	\$ 2,155,885	\$ 2,208,262	3.29%
Held-to-maturity			
Within one year	\$ 3,045	\$ 3,045	2.25%
One to five years	2,341	2,415	3.29
Five to ten years	145,765	153,132	2.94
Beyond ten years	312,784	335,112	4.50
Total	\$ 463,935	\$ 493,704	3.99%

Table of Contents

The following table summarizes the investment securities with unrealized losses at June 30, 2012 and December 31, 2011 by aggregated major security type and length of time in a continuous unrealized loss position:

(dollars in thousands)	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2012						
Available-for-Sale						
U.S. Government-sponsored entities and agencies	\$ 36,457	\$ (55)	\$	\$	\$ 36,457	\$ (55)
Mortgage-backed securities Agency	25,009	(163)			25,009	(163)
Mortgage-backed securities Non-agency	35,467	(2,996)	16,580	(576)	52,047	(3,572)
States and political subdivisions	44,944	(528)			44,944	(528)
Pooled trust preferred securities			8,460	(16,834)	8,460	(16,834)
Other securities	6,837	(41)	6,592	(1,489)	13,429	(1,530)
Total available-for-sale	\$ 148,714	\$ (3,783)	\$ 31,632	\$ (18,899)	\$ 180,346	\$ (22,682)
Held-to-Maturity						
States and political subdivisions	\$ 1,638	\$ (1)	\$ 51	\$	\$ 1,689	\$ (1)
Total held-to-maturity	\$ 1,638	\$ (1)	\$ 51	\$	\$ 1,689	\$ (1)
December 31, 2011						
Available-for-Sale						
U.S. Government-sponsored entities and agencies	\$ 24,935	\$ (65)	\$	\$	\$ 24,935	\$ (65)
Mortgage-backed securities Agency	49,016	(61)	3		49,019	(61)
Mortgage-backed securities Non-agency	10,053	(353)	59,203	(4,520)	69,256	(4,873)
States and political subdivisions	9,281	(114)	1,345	(79)	10,626	(193)
Pooled trust preferred securities			7,327	(18,134)	7,327	(18,134)
Other securities	4,516	(141)	6,218	(2,125)	10,734	(2,266)
Total available-for-sale	\$ 97,801	\$ (734)	\$ 74,096	\$ (24,858)	\$ 171,897	\$ (25,592)
Held-to-Maturity						
States and political subdivisions	\$ 1,613	\$ (1)	\$ 13,180	\$ (175)	\$ 14,793	\$ (176)
Other securities	22	(2)			22	(2)
Total held-to-maturity	\$ 1,635	\$ (3)	\$ 13,180	\$ (175)	\$ 14,815	\$ (178)

Proceeds from sales and calls of securities available for sale were \$197.3 million and \$308.7 million for the six months ended June 30, 2012 and 2011, respectively. Gains of \$7.6 million and \$3.0 million were realized on these sales during 2012 and 2011, respectively, and offsetting losses of \$1.0 million were realized on these sales during 2011. Also included in net securities gains for the first six months of 2012 is \$45 thousand of gains associated with the trading securities and other-than-temporary impairment charges related to credit loss on five non-agency mortgage-backed securities and one trust preferred security in the amount of \$876 thousand, described below. Impacting earnings in the first six months of 2011 was \$106 thousand of gains associated with the trading securities and other-than-temporary impairment charges related to credit loss on three non-agency mortgage-backed securities in the amount of \$0.5 million.

Trading securities, which consist of mutual funds held in a trust associated with deferred compensation plans for former Monroe Bancorp directors and executives, are recorded at fair value and totaled \$2.9 million at June 30, 2012 and \$2.8 million at December 31, 2011.

Table of Contents

Management evaluates securities for other-than-temporary impairment (OTTI) at least on a quarterly basis, 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 FASB ASC 320 (SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*). However, certain purchased beneficial interests, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, that had credit ratings at the time of purchase of below AA are evaluated using the model outlined in FASB ASC 325-10 (EITF Issue No. 99-20, *Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests that Continue to be Held by a Transfer in Securitized Financial Assets*).

In determining OTTI under the FASB ASC 320 (SFAS No. 115) model, management considers many factors, 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 entity 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 management at a point in time. The second segment of the portfolio uses the OTTI guidance provided by FASB ASC 325-10 (EITF 99-20) that is specific to purchased beneficial interests that, on the purchase date, were rated below AA. Under the FASB ASC 325-10 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.

When other-than-temporary-impairment occurs under either model, the amount of the other-than-temporary-impairment recognized in earnings depends on whether an entity 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 an entity 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. Otherwise, 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 determined based on the present value of cash flows expected to be collected and is recognized in earnings. The amount of the total other-than-temporary-impairment related to other factors shall be recognized in other comprehensive 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.

As of June 30, 2012, Old National's security portfolio consisted of 1,081 securities, 53 of which were in an unrealized loss position. The majority of unrealized losses are related to the Company's non-agency mortgage-backed and pooled trust preferred securities, as discussed below:

Non-agency Mortgage-backed Securities

At June 30, 2012, the Company's securities portfolio contained 10 non-agency collateralized mortgage obligations with a fair value of \$73.7 million which had net unrealized losses of approximately \$3.1 million. All of these securities are residential mortgage-backed securities. These non-agency mortgage-backed securities were rated AAA at purchase and are not within the scope of FASB ASC 325-10 (EITF 99-20). As of June 30, 2012, eight of these securities were rated below investment grade with grades ranging from B to D. One of the eight securities is rated B and has a fair value of \$13.7 million, two of the securities are rated CCC with a fair value of \$22.8 million, one of the securities is rated CC with a fair value of \$2.3 million, one of the securities is rated C with a fair value of \$16.1 million and three of the securities are rated D with a fair value of \$9.2 million. These securities were evaluated to determine if the underlying collateral is expected to experience loss, resulting in a principal loss of the notes. As part of the evaluation, a detailed analysis of deal-specific data was obtained from remittance reports provided by the trustee and data from the servicer. The collateral was broken down into several distinct buckets based on loan performance characteristics in order to apply different assumptions to each bucket. The most significant drivers affecting loan performance were examined including original loan-to-value ("LTV"), underlying property location and the loan status. The loans in the current status bucket were further divided based on their original LTV: a high-LTV and a low-LTV group to which different default curves and severity percentages were applied. The high-LTV group was further bifurcated into loans originated in high-risk states and all other states with a higher default-curve and severity percentages being applied to loans originated in the high-risk states. Different default curves and severity rates were applied to the remaining non-current collateral buckets. Using these collateral-specific assumptions, a model was built to project the future performance of the instrument. Based on this analysis of the underlying collateral, Old National recorded \$715 thousand of credit losses on five of these securities for the six months ended June 30, 2012. The fair value of these below investment grade non-agency mortgage-backed securities remaining at June 30, 2012 was \$64.0 million.

Table of Contents

Based on an analysis of the underlying collateral, Old National recorded \$0.5 million of credit losses on three non-agency mortgage-backed securities for the six months ended June 30, 2011. The fair value of these non-agency mortgage-backed securities was \$84.1 million at June 30, 2011.

Pooled Trust Preferred Securities

At June 30, 2012, the Company's securities portfolio contained eight pooled trust preferred securities with a fair value of \$8.5 million and unrealized losses of \$16.8 million. Six of the pooled trust preferred securities in our portfolio fall within the scope of FASB ASC 325-10 (EITF 99-20) and have a fair value of \$3.9 million with unrealized losses of \$7.1 million at June 30, 2012. These securities were rated A2 and A3 at inception, but at June 30, 2012, four securities were rated C and two securities D. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies. The Company uses the OTTI evaluation model to compare the present value of expected cash flows to the previous estimate to determine whether an adverse change in cash flows has occurred during the quarter. The OTTI model considers the structure and term of the collateralized debt obligation (CDO) and the financial condition of the underlying issuers. Specifically, the model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the model include expected future default rates and prepayments. We assume no recoveries on defaults and a limited number of recoveries on current or projected interest payment deferrals. In addition, we use the model to stress each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of Old National's note class. For the six months ended June 30, 2012, our model indicated other-than-temporary-impairment losses on one security of \$161 thousand, all of which was recorded as a credit loss in earnings. At June 30, 2012, the fair value of this security was \$475 thousand and it was classified as available for sale.

Two of our pooled trust preferred securities with a fair value of \$4.6 million and unrealized losses of \$9.7 million at June 30, 2012 are not subject to FASB ASC 325-10. These securities are evaluated using collateral-specific assumptions to estimate the expected future interest and principal cash flows. Our analysis indicated no other-than-temporary-impairment on these securities.

For the six months ended June 30, 2011, the seven securities subject to FASB ASC 325-10 accounted for \$7.2 million of the unrealized losses in the pooled trust preferred securities category. Our analysis indicated no other-than-temporary-impairment on these securities.

Two of our pooled trust preferred securities with a fair value of \$3.8 million and unrealized losses of \$10.4 million at June 30, 2011 were not subject to FASB ASC 325-10. These securities were evaluated using collateral-specific assumptions to estimate the expected future interest and principal cash flows. Our analysis indicated no other-than-temporary-impairment on these securities.

The table below summarizes the relevant characteristics of our eight pooled trust preferred securities as well as four single issuer trust preferred securities which are included with other securities in Note 6 to the consolidated financial statements. Each of the pooled trust preferred securities support a more senior tranche of security holders except for the MM Community Funding II security which, due to payoffs, Old National is now in the most senior class.

Table of Contents

As depicted in the table below, all eight securities have experienced credit defaults. However, two of these securities have excess subordination and are not other-than-temporarily-impaired as a result of their class hierarchy which provides more loss protection.

June 30, 2012	Class	Lowest Credit Rating (1)	Amortized Cost	Fair Value	Unrealized Gain/(Loss)	Realized Losses 2012	# of Issuers Currently Performing/Remaining	Actual	Expected	Excess
								Deferrals and Defaults as a Percent of Original Collateral	Defaults as a % of Remaining Performing Collateral	Subordination as a % of Current Performing Collateral
Trust preferred securities										
Pooled trust preferred securities:										
TROP 2003-1A	A4L	C	\$ 86	\$ 22	\$ (64)	\$	14/36	45.2%	15.9%	0.0%
MM Community Funding IX	B-2	D	2,067	858	(1,209)		16/31	41.1%	8.3%	0.0%
Reg Div Funding 2004	B-2	D	4,017	475	(3,542)	161	24/45	45.7%	6.3%	0.0%
Pretsl XII	B-1	C	2,843	1,385	(1,458)		49/74	27.9%	8.0%	0.0%
Pretsl XV	B-1	C	1,695	1,115	(580)		49/71	32.6%	6.3%	0.0%
Reg Div Funding 2005	B-1	C	311	27	(284)		18/48	55.9%	30.2%	0.0%
Pretsl XXVII LTD	B	CC	4,877	1,068	(3,809)		33/49	28.1%	24.9%	28.5%
Trapeza Ser 13A	A2A	B	9,398	3,510	(5,888)		43/54	29.0%	19.4%	39.6%
			25,294	8,460	(16,834)	161				
Single Issuer trust preferred securities:										
First Empire Cap (M&T)		BB+	956	1,054	98					
First Empire Cap (M&T)		BB+	2,907	3,161	254					
Fleet Cap Tr V (BOA)		BB	3,362	2,816	(546)					
JP Morgan Chase Cap XIII		BBB	4,718	3,775	(943)					
			11,943	10,806	(1,137)					
Total			\$ 37,237	\$ 19,266	\$ (17,971)	\$ 161				

(1) Lowest rating for the security provided by any nationally recognized credit rating agency.

The following table details all securities with other-than-temporary-impairment, their credit rating at June 30, 2012 and the related credit losses recognized in earnings:

	Vintage	Lowest Credit Rating (1)	Amortized Cost	Amount of other-than-temporary impairment recognized in earnings	
				Three months ended June 30, 2012	Six months ended June 30, 2012
Non-agency mortgage-backed securities:					
BAFC Ser 4	2007	CCC	\$ 13,176	\$ 84	\$ 160
CWALT Ser 73CB	2005	D	2,772	117	117
HALO Ser 1R	2006	B	15,470	129	133
RAST A9	2004	CCC	9,567	142	142
RFMSI Ser S10	2006	D	3,419	147	163
			\$ 44,404	619	715
Pooled trust preferred securities:					
Reg Div Funding	2004	D	4,017	161	161
			\$ 4,017	161	161

Total other-than-temporary-impairment recognized in earnings	\$ 780	\$ 876
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(1) Lowest rating for the security provided by any nationally recognized credit rating agency.

Table of Contents

The following table details all securities with other-than-temporary-impairment, their credit rating at June 30, 2011 and the related credit losses recognized in earnings:

	Vintage	Lowest Credit Rating (1)	Amortized Cost	Amount of other-than-temporary impairment recognized in earnings	
				Three months ended June 30, 2011	Six months ended June 30, 2011
Non-agency mortgage-backed securities:					
FHASI Ser 4	2007	CC	\$ 21,098	\$ 138	\$ 340
HALO Ser 1R	2006	B	15,640	16	16
RFMSI Ser S10	2006	CC	4,217	46	143
			\$ 40,955	200	499
Total other-than-temporary-impairment recognized in earnings				\$ 200	\$ 499

(1) Lowest rating for the security provided by any nationally recognized credit rating agency.

The following table details all securities with other-than-temporary-impairment, their credit rating at June 30, 2012, and the related life-to-date credit losses recognized in earnings:

	Vintage	Lowest Credit Rating (1)	Amortized Cost	Amount of other-than-temporary impairment recognized in earnings				
				June 30, 2012	Year ended December 31, 2011	2010	2009	Life-to date
Non-agency mortgage-backed securities:								
BAFC Ser 4	2007	CCC	\$ 13,176	\$ 160	\$ 79	\$ 63	\$ 302	
CWALT Ser 73CB	2005	D	2,772	117		207	83	407
CWALT Ser 73CB	2005	D	3,980			427	182	609
CWHL 2006-10 (3)	2006					309	762	1,071
CWHL 2005-20	2005	CC	2,168			39	72	111
FHASI Ser 4	2007	C	16,803		340	629	223	1,192
HALO Ser 1R	2006	B	15,470	133	16			149
RFMSI Ser S9 (2)	2006					923	1,880	2,803
RFMSI Ser S10	2006	D	3,419	163	165	76	249	653
RALI QS2 (2)	2006					278	739	1,017
RAST A9	2004	CCC	9,567	142				142
RFMSI S1(4)	2006					30	176	206
			67,355	715	521	2,997	4,429	8,662
Pooled trust preferred securities:								
TROPC	2003	C	86		888	444	3,517	4,849
MM Community Funding IX	2003	D	2,067			165	2,612	2,777
Reg Div Funding	2004	D	4,017	161		321	5,199	5,681
Pretsl XII	2003	C	2,843				1,897	1,897
Pretsl XV	2004	C	1,695				3,374	3,374

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Reg Div Funding	2005	C	311			3,767	3,767	
			11,019	161	888	930	20,366	22,345
Total other-than-temporary-impairment recognized in earnings				\$ 876	\$ 1,409	\$ 3,927	\$ 24,795	\$ 31,007

- (1) Lowest rating for the security provided by any nationally recognized credit rating agency.
- (2) Sold during fourth quarter 2010.
- (3) Sold during first quarter 2011.
- (4) Sold during second quarter 2012.

Table of Contents**NOTE 7 LOANS HELD FOR SALE**

Residential loans that Old National has committed to sell are recorded at fair value in accordance with FASB ASC 825-10 (SFAS No. 159 *The Fair Value Option for Financial Assets and Financial Liabilities*). At June 30, 2012 and December 31, 2011, Old National had residential loans held for sale of \$4.4 million and \$4.5 million, respectively.

During the first six months of 2012, commercial and commercial real estate loans held for investment of \$1.6 million, including \$1.5 million of purchased impaired loans, were reclassified to loans held for sale at the lower of cost or fair value and sold for \$2.2 million, resulting in a charge-off of \$0.1 million and a recovery of \$0.7 million. At June 30, 2012, there were no loans held for sale under this arrangement.

During the first six months of 2011, commercial and commercial real estate loans held for investment of \$4.7 million, including \$0.1 million of purchased impaired loans, were reclassified to loans held for sale at the lower of cost or fair value and sold for \$4.9 million, resulting in income of \$0.2 million. At June 30, 2011, there were no loans held for sale under this arrangement.

NOTE 8 FINANCE RECEIVABLES AND ALLOWANCE FOR CREDIT LOSSES

Old National's finance receivables consist primarily of loans made to consumers and commercial clients in various industries including manufacturing, agribusiness, transportation, mining, wholesaling and retailing. Most of Old National's lending activity occurs within the Company's principal geographic markets of Indiana, Illinois and Kentucky. Old National has no concentration of commercial loans in any single industry exceeding 10% of its portfolio.

The composition of loans by lending classification was as follows:

(dollars in thousands)	June 30, 2012	December 31, 2011
Commercial (1)	\$ 1,205,532	\$ 1,216,654
Commercial real estate:		
Construction	64,910	46,141
Other	977,671	1,021,229
Residential real estate	1,122,800	995,458
Consumer credit:		
Heloc	220,565	235,603
Auto	511,706	483,575
Other	123,115	142,183
Covered loans	489,331	626,360
Total loans	4,715,630	4,767,203
Allowance for loan losses	(50,424)	(57,117)
Allowance for loan losses - covered loans	(4,336)	(943)
Net loans	\$ 4,660,870	\$ 4,709,143

(1) Includes direct finance leases of \$68.9 million at June 30, 2012 and \$79.6 million at December 31, 2011.

The risk characteristics of each loan portfolio segment are as follows:

Commercial

Commercial loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable,

the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Table of Contents

Commercial real estate

These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts, and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing Old National's commercial real estate portfolio are diverse in terms of type and geographic location. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. As a general rule, Old National avoids financing single purpose projects unless other underwriting factors are present to help mitigate risk. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans.

Included with commercial real estate, construction loans are underwritten utilizing feasibility studies, independent appraisal reviews, sensitivity analysis of absorption and lease rates and financial analysis of the developers and property owners. Construction loans are generally based on estimates of costs and value associated with the complete project. These estimates may be inaccurate. Construction loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property or an interim loan commitment from Old National until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, governmental regulation of real property, general economic conditions and the availability of long-term financing.

Residential

With respect to residential loans that are secured by 1-4 family residences and are generally owner occupied, Old National generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in residential property values. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

Portfolio loans, or loans Old National intends to hold for investment purposes, are carried at the principal balance outstanding, net of earned interest, purchase premiums or discounts, deferred loan fees and costs, and an allowance for loan losses. Interest income is accrued on the principal balances of loans outstanding.

Consumer

Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer loans are secured by consumer assets such as automobiles or recreational vehicles. Some consumer loans are unsecured such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in residential property values. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

Portfolio loans, or loans Old National intends to hold for investment purposes, are carried at the principal balance outstanding, net of earned interest, purchase premiums or discounts, deferred loan fees and costs, and an allowance for loan losses. Interest income is accrued on the principal balances of loans outstanding.

Table of Contents**Covered Loans**

On July 29, 2011, Old National acquired the banking operations of Integra Bank N.A. (Integra) in an FDIC assisted transaction. As part of the purchase and assumption agreement, the Company and the FDIC entered into loss sharing agreements (each, a loss sharing agreement and collectively, the loss sharing agreements), whereby the FDIC will cover a substantial portion of any future losses on loans (and related unfunded commitments), other real estate owned (OREO) and up to 90 days of certain accrued interest on loans. The acquired loans and OREO subject to the loss sharing agreements are referred to collectively as covered assets. Under the terms of the loss sharing agreements, the FDIC will reimburse Old National for 80% of losses up to \$275.0 million, losses in excess of \$275.0 million up to \$467.2 million at 0% reimbursement, and 80% of losses in excess of \$467.2 million. Old National will reimburse the FDIC for its share of recoveries with respect to losses for which the FDIC has reimbursed the Bank under the loss sharing agreements. The loss sharing provisions of the agreements for commercial and single family residential mortgage loans are in effect for five and ten years, respectively, from the July 29, 2011 acquisition date and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition date.

Allowance for loan losses

The allowance for loan losses is maintained at a level believed adequate by management to absorb probable losses incurred in the loan portfolio. Management's evaluation of the adequacy of the allowance is an estimate based on reviews of individual loans, pools of homogeneous loans, historical loss experience, and assessments of the impact of current economic conditions on the portfolio.

The allowance is increased through a provision charged to operating expense. Loans deemed to be uncollectible are charged to the allowance. Recoveries of loans previously charged-off are added to the allowance.

No allowance is brought forward on any of the acquired loans as any credit deterioration evident in the loans was included in the determination of the fair value of the loans at the acquisition date. Purchased credit impaired (PCI) loans would not be considered impaired until after the point at which there has been a degradation of cash flows below our expected cash flows at acquisition. Impairment on PCI loans would be recognized in the current period as provision expense.

Old National's activity in the allowance for loan losses for the three months ended June 30, 2012 and 2011 is as follows:

(dollars in thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Unallocated	Total
2012						
Allowance for loan losses:						
Beginning balance	\$ 18,094	\$ 27,818	\$ 5,646	\$ 4,358		\$ 55,916
Charge-offs	(1,972)	(718)	(2,125)	(360)		(5,175)
Recoveries	849	1,553	1,188	36		3,626
Provision	879	(32)	(27)	(427)		393
Ending balance	\$ 17,850	\$ 28,621	\$ 4,682	\$ 3,607		\$ 54,760

(dollars in thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Unallocated	Total
2011						
Allowance for loan losses:						
Beginning balance	\$ 27,190	\$ 32,550	\$ 10,280	\$ 2,729		\$ 72,749
Charge-offs	(3,838)	(2,274)	(2,465)	(325)		(8,902)
Recoveries	1,302	316	1,468	49		3,135
Provision	1,375	1,898	(725)	659		3,207
Ending balance	\$ 26,029	\$ 32,490	\$ 8,558	\$ 3,112		\$ 70,189

Table of Contents

Old National's activity in the allowance for loan losses for the six months ended June 30, 2012 and 2011 is as follows:

(dollars in thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Unallocated	Total
2012						
Allowance for loan losses:						
Beginning balance	\$ 19,964	\$ 26,993	\$ 6,954	\$ 4,149		\$ 58,060
Charge-offs	(3,240)	(4,093)	(4,550)	(920)		(12,803)
Recoveries	2,293	2,121	2,525	115		7,054
Provision	(1,167)	3,600	(247)	263		2,449
Ending balance	\$ 17,850	\$ 28,621	\$ 4,682	\$ 3,607		\$ 54,760

(dollars in thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Unallocated	Total
2011						
Allowance for loan losses:						
Beginning balance	\$ 26,204	\$ 32,654	\$ 11,142	\$ 2,309		\$ 72,309
Charge-offs	(5,169)	(2,981)	(5,853)	(1,173)		(15,176)
Recoveries	2,135	984	3,326	92		6,537
Provision	2,859	1,833	(57)	1,884		6,519
Ending balance	\$ 26,029	\$ 32,490	\$ 8,558	\$ 3,112		\$ 70,189

The following tables provide Old National's recorded investment in financing receivables by portfolio segment at June 30, 2012 and December 31, 2011 and other information regarding the allowance:

(dollars in thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Unallocated	Total
June 30, 2012						
Allowance for loan losses:						
Ending balance: individually evaluated for impairment	\$ 6,546	\$ 4,841	\$ 5	\$ 3		\$ 11,395
Ending balance: collectively evaluated for impairment	\$ 10,495	\$ 16,476	\$ 3,597	\$ 2,703		\$ 33,271
Ending balance: loans acquired with deteriorated credit quality	\$ 453	\$ 4,250	224	\$ 831		\$ 5,758
Ending balance: covered loans acquired with deteriorated credit quality	\$ 356	\$ 3,054	\$ 856	\$ 70		\$ 4,336
Total allowance for credit losses	\$ 17,850	\$ 28,621	\$ 4,682	\$ 3,607		\$ 54,760
Loans and leases outstanding:						
Ending balance: individually evaluated for impairment	\$ 28,840	\$ 34,422				\$ 63,262
Ending balance: collectively evaluated for impairment	\$ 1,176,229	\$ 992,534	\$ 855,386	\$ 1,122,800		\$ 4,146,949
	\$ 463	\$ 15,625				\$ 16,088

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Ending balance: loans acquired with deteriorated credit quality					
Ending balance: covered loans acquired with deteriorated credit quality	\$ 75,925	\$ 261,720	\$ 111,285	\$ 40,401	\$ 489,331
Total loans and leases outstanding	\$ 1,281,457	\$ 1,304,301	\$ 966,671	\$ 1,163,201	\$ 4,715,630

Table of Contents

(dollars in thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Unallocated	Total
December 31, 2011						
Allowance for loan losses:						
Ending balance: individually evaluated for impairment	\$ 7,015	\$ 4,177				\$ 11,192
Ending balance: collectively evaluated for impairment	\$ 12,816	\$ 21,397	\$ 6,335	\$ 2,752		\$ 43,300
Ending balance: loans acquired with deteriorated credit quality	\$ 128	\$ 1,288	\$ 445	\$ 764		\$ 2,625
Ending balance: covered loans acquired with deteriorated credit quality	\$ 5	\$ 131	\$ 174	\$ 633		\$ 943
Total allowance for credit losses	\$ 19,964	\$ 26,993	\$ 6,954	\$ 4,149		\$ 58,060
Loans and leases outstanding:						
Ending balance: individually evaluated for impairment	\$ 31,838	\$ 43,225				\$ 75,063
Ending balance: collectively evaluated for impairment	\$ 1,183,675	\$ 1,002,105	\$ 861,361	\$ 995,458		\$ 4,042,599
Ending balance: loans acquired with deteriorated credit quality	\$ 1,141	\$ 22,040				\$ 23,181
Ending balance: covered loans acquired with deteriorated credit quality	\$ 124,755	\$ 325,934	\$ 128,700	\$ 46,971		\$ 626,360
Total loans and leases outstanding	\$ 1,341,409	\$ 1,393,304	\$ 990,061	\$ 1,042,429		\$ 4,767,203

Credit Quality

Old National's management monitors the credit quality of its financing receivables in an on-going manner. Internally, management assigns a credit quality grade to each non-homogeneous commercial and commercial real estate loan in the portfolio. The primary determinants of the credit quality grade are based upon the reliability of the primary source of repayment and the past, present, and projected financial condition of the borrower. The credit quality rating also reflects current economic and industry conditions. Major factors used in determining the grade can vary based on the nature of the loan, but commonly include factors such as debt service coverage, internal cash flow, liquidity, leverage, operating performance, debt burden, FICO scores, occupancy, interest rate sensitivity, and expense burden. Old National uses the following definitions for risk ratings:

Criticized. Special mention loans that have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Classified Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Classified Doubtful. Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Pass rated loans are those loans that are other than criticized, classified substandard or classified doubtful.

Table of Contents

As of June 30, 2012 and December 31, 2011, the risk category of loans, excluding covered loans, by class of loans is as follows:

(dollars in thousands)

Corporate Credit Exposure by Internally Assigned Grade	Commercial		Commercial Real Estate- Construction		Commercial Real Estate- Other	
	June 30, 2012	December 31, 2011	June 30, 2012	December 31, 2011	June 30, 2012	December 31, 2011
	Grade:					
Pass	\$ 1,113,539	\$ 1,103,556	\$ 43,096	\$ 16,841	\$ 855,632	\$ 895,543
Criticized	46,057	36,212	13,437	13,605	43,586	30,331
Classified - substandard	16,202	41,695	3,503	10,147	25,264	34,478
Classified - doubtful	29,734	35,191	4,874	5,548	53,189	60,877
Total	\$ 1,205,532	\$ 1,216,654	\$ 64,910	\$ 46,141	\$ 977,671	\$ 1,021,229

Old National considers the performance of the loan portfolio and its impact on the allowance for loan losses. For residential and consumer loan classes, Old National also evaluates credit quality based on the aging status of the loan and by payment activity. The following table presents the recorded investment in residential and consumer loans based on payment activity as of June 30, 2012 and December 31, 2011, excluding covered loans:

June 30, 2012 (dollars in thousands)	Heloc	Consumer Auto	Other	Residential
Performing	\$ 219,537	\$ 510,251	\$ 121,600	\$ 1,113,928
Nonperforming	1,028	1,455	1,515	8,872
	\$ 220,565	\$ 511,706	\$ 123,115	\$ 1,122,800
December 31, 2011 (dollars in thousands)	Heloc	Consumer Auto	Other	Residential
Performing	\$ 234,334	\$ 481,632	\$ 140,605	\$ 985,211
Nonperforming	1,269	1,943	1,578	10,247
	\$ 235,603	\$ 483,575	\$ 142,183	\$ 995,458

Impaired Loans

Large commercial credits are subject to individual evaluation for impairment. Retail credits and other small balance credits that are part of a homogeneous group are not tested for individual impairment. A loan is considered impaired when it is probable that contractual interest and principal payments will not be collected either for the amounts or by the dates as scheduled in the loan agreement. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported net, at the present value of estimated cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Old National's policy, for all but purchased credit impaired loans, is to recognize interest income on impaired loans unless the loan is placed on nonaccrual status. For the six months ended June 30, 2012 and 2011, the average balance of impaired loans was \$72.0 million and \$62.0 million, respectively, for which no interest income was recorded. No additional funds are committed to be advanced in connection with these impaired loans.

The following table shows Old National's impaired loans, excluding covered loans, that are individually evaluated as of June 30, 2012 and December 31, 2011. Of the loans purchased during 2011 without FDIC loss share coverage, only those that have experienced subsequent impairment since the date acquired are included in the table below. Purchased loans of \$3.8 million migrated to classified-doubtful during the second quarter of 2012. Purchased loans of \$24.0 million migrated to classified-doubtful during the year ended December 31, 2011.

Table of Contents

(dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
June 30, 2012			
With no related allowance recorded:			
Commercial	\$ 6,691	\$ 8,605	\$
Commercial Real Estate - Construction	1,662	2,750	
Commercial Real Estate - Other	13,324	19,337	
With an allowance recorded:			
Commercial	20,985	24,912	6,569
Commercial Real Estate - Construction	807	915	53
Commercial Real Estate - Other	25,542	29,296	5,970
Total Commercial	\$ 69,011	\$ 85,815	\$ 12,592
December 31, 2011			
With no related allowance recorded:			
Commercial	\$ 10,094	\$ 13,047	\$
Commercial Real Estate - Construction	610	610	
Commercial Real Estate - Other	18,136	27,372	
With an allowance recorded:			
Commercial	21,744	24,928	7,143
Commercial Real Estate - Construction	2,256	3,327	12
Commercial Real Estate - Other	22,223	24,792	5,453
Total Commercial	\$ 75,063	\$ 94,076	\$ 12,608

The average balance of impaired loans, excluding covered loans, and interest income recognized on impaired loans during the three months ended June 30, 2012 and 2011 are included in the tables below.

(dollars in thousands)	Average Recorded Investment	Interest Income Recognized (1)
June 30, 2012		
With no related allowance recorded:		
Commercial	\$ 7,525	\$ (4)
Commercial Real Estate - Construction	987	
Commercial Real Estate - Other	14,241	33
With an allowance recorded:		
Commercial	20,831	39
Commercial Real Estate - Construction	1,593	
Commercial Real Estate - Other	26,544	44
Total Commercial	\$ 71,721	\$ 112

(1) The Company does not record interest on nonaccrual loans until principal is recovered.

Table of Contents

(dollars in thousands)	Average Recorded Investment	Interest Income Recognized (1)
June 30, 2011		
With no related allowance recorded:		
Commercial	\$ 8,893	\$ 46
Commercial Real Estate - Construction	1,395	
Commercial Real Estate - Other	25,443	53
With an allowance recorded:		
Commercial	24,838	88
Commercial Real Estate - Construction	221	3
Commercial Real Estate - Other	28,226	159
Total Commercial	\$ 89,016	\$ 349

(1) The Company does not record interest on nonaccrual loans until principal is recovered. The average balance of impaired loans, excluding covered loans, and interest income recognized on impaired loans during the six months ended June 30, 2012 and 2011 are included in the tables below.

(dollars in thousands)	Average Recorded Investment	Interest Income Recognized (1)
June 30, 2012		
With no related allowance recorded:		
Commercial	\$ 8,393	\$
Commercial Real Estate - Construction	1,136	
Commercial Real Estate - Other	15,730	43
With an allowance recorded:		
Commercial	21,365	68
Commercial Real Estate - Construction	1,532	2
Commercial Real Estate - Other	23,883	55
Total Commercial	\$ 72,039	\$ 168

(1) The Company does not record interest on nonaccrual loans until principal is recovered.

(dollars in thousands)	Average Recorded Investment	Interest Income Recognized (1)
June 30, 2011		
With no related allowance recorded:		
Commercial	\$ 5,529	\$ 90
Commercial Real Estate - Construction		
Commercial Real Estate - Other	8,821	105
With an allowance recorded:		
Commercial	21,756	86
Commercial Real Estate - Construction		

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Commercial Real Estate - Other	25,872	134
Total Commercial	\$ 61,978	\$ 415

- (1) The Company does not record interest on nonaccrual loans until principal is recovered.

Table of Contents

For all loan classes, a loan is generally placed on nonaccrual status when principal or interest becomes 90 days past due unless it is well secured and in the process of collection, or earlier when concern exists as to the ultimate collectibility of principal or interest. Interest accrued during the current year on such loans is reversed against earnings. Interest accrued in the prior year, if any, is charged to the allowance for loan losses. Cash interest received on these loans is applied to the principal balance until the principal is recovered or until the loan returns to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current, remain current for six months and future payments are reasonably assured.

Covered loans accounted for under FASB ASC Topic 310-30 accrue interest, even though they may be contractually past due, as any nonpayment of contractual principal or interest is considered in the periodic re-estimation of expected cash flows and is included in the resulting recognition of current period covered loan loss provision or prospective yield adjustments. Similar to uncovered loans, covered loans accounted for outside FASB ASC Topic 310-30 are classified as nonaccrual when, in the opinion of management, collection of principal or interest is doubtful. Information for covered loans accounted for both under and outside FASB ASC Topic 310-30 is included in the table below in the row labeled covered loans.

Old National's past due financing receivables as of June 30, 2012 and December 31, 2011 are as follows:

(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Recorded Investment > 90 Days and Accruing	Nonaccrual	Total Past Due	Current
June 30, 2012						
Commercial	\$ 2,560	\$ 262	\$ 100	\$ 28,822	\$ 31,744	\$ 1,173,788
Commercial Real Estate:						
Construction				4,580	4,580	60,330
Other	1,660	232	51	53,189	55,132	922,539
Consumer:						
Heloc	450	167		1,028	1,645	218,920
Auto	3,566	678	112	1,455	5,811	505,895
Other	1,577	513	15	1,515	3,620	119,495
Residential	6,543	1,671		8,872	17,086	1,105,714
Covered loans	2,247	802	588	141,080	144,717	344,614
Total loans	\$ 18,603	\$ 4,325	\$ 866	\$ 240,541	\$ 264,335	\$ 4,451,295
December 31, 2011						
Commercial	\$ 2,755	\$ 357	\$ 358	\$ 34,104	\$ 37,574	\$ 1,179,080
Commercial Real Estate:						
Construction		164		5,425	5,589	40,552
Other	7,466	413	279	60,762	68,920	952,309
Consumer:						
Heloc	706	186	151	1,269	2,312	233,291
Auto	5,745	1,276	246	1,943	9,210	474,365
Other	2,002	463	76	1,578	4,119	138,064
Residential	7,950	1,839		10,247	20,036	975,422
Covered loans	5,446	2,033	2,338	182,880	192,697	433,663
Total loans	\$ 32,070	\$ 6,731	\$ 3,448	\$ 298,208	\$ 340,457	\$ 4,426,746

Loan Participations

Old National has loan participations, which qualify as participating interests, with other financial institutions. At June 30, 2012, these loans totaled \$179.8 million, of which \$96.8 million had been sold to other financial institutions and \$83.0 million was retained by Old National. The loan participations convey proportionate ownership rights with equal priority to each participating interest holder, involve no recourse (other than ordinary representations and warranties) to, or subordination by, any participating interest holder, all cash flows are divided among the

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participating interest holders in proportion to each holder's share of ownership and no holder has the right to pledge the entire financial asset unless all participating interest holders agree.

Table of Contents

Troubled Debt Restructurings

Old National may choose to restructure the contractual terms of certain loans. The decision to restructure a loan, versus aggressively enforcing the collection of the loan, may benefit Old National by increasing the ultimate probability of collection.

Any loans that are modified are reviewed by Old National to identify if a troubled debt restructuring ("TDR") has occurred, which is when for economic or legal reasons related to a borrower's financial difficulties, the Bank grants a concession to the borrower that it would not otherwise consider. Terms may be modified to fit the ability of the borrower to repay in line with its current financial status. During the six months ended June 30, 2012, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan, an extension of the maturity date at a stated rate of interest lower than the current market rate of new debt with similar risk, or a permanent reduction of the recorded investment of the loan.

Loans modified in a troubled debt restructuring are typically placed on nonaccrual status until the Company determines the future collection of principal and interest is reasonably assured, which generally requires that the borrower demonstrate a period of performance according to the restructured terms for six months.

If the Company is unable to resolve a nonperforming loan issue the credit will be charged off when it is apparent there will be a loss. For large commercial type loans, each relationship is individually analyzed for evidence of apparent loss based on quantitative benchmarks or subjectively based upon certain events or particular circumstances. It is Old National's policy to charge off small commercial loans scored through our small business credit center with contractual balances under \$250,000 that have been placed on nonaccrual status or became ninety days or more delinquent, without regard to the collateral position. For residential and consumer loans, a charge off is recorded at the time foreclosure is initiated or when the loan becomes 120 to 180 days past due, whichever is earlier.

For commercial and industrial troubled debt restructurings, an allocated reserve is established within the allowance for loan losses for the difference between the carrying value of the loan and its computed fair value. To determine the fair value of the loan, one of the following methods is selected: (1) the present value of expected cash flows discounted at the loan's original effective interest rate, (2) the loan's observable market price, or (3) the fair value of the collateral value, if the loan is collateral dependent. The allocated reserve is established as the difference between the carrying value of the loan and the collectable value. If there are significant changes in the amount or timing of the loan's expected future cash flows, impairment is recalculated and the valuation allowance is adjusted accordingly.

For consumer and residential troubled debt restructurings, an additional amount is added to the loan loss reserve that represents the difference in the present value of the cash flows between the original terms and the new terms of the modified loan, using the original effective interest rate of the loan as a discount rate.

At June 30, 2012, our troubled debt restructurings consisted of \$7.6 million of commercial loans, \$10.5 million of commercial real estate loans, \$0.2 million of consumer loans and \$0.3 million of residential loans, totaling \$18.6 million. Approximately \$16.9 million of the troubled debt restructuring at June 30, 2012 were included with nonaccrual loans. At December 31, 2011, our troubled debt restructurings consisted of \$7.1 million of commercial loans, \$5.8 million of commercial real estate loans and \$0.1 million of consumer loans, totaling \$13.0 million. Approximately \$11.7 million of the troubled debt restructuring at December 31, 2011 were included with nonaccrual loans.

As of June 30, 2012 and December 31, 2011, Old National has allocated \$3.8 million and \$1.5 million of specific reserves to customers whose loan terms have been modified in troubled debt restructurings, respectively. Old National has not committed to lend any additional amounts as of June 30, 2012 and December 31, 2011, respectively, to customers with outstanding loans that are classified as troubled debt restructurings.

Table of Contents

The following table presents loans by class modified as troubled debt restructurings that occurred during the six months ended June 30, 2012:

(dollars in thousands)	Number of Loans	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled Debt Restructuring:			
Commercial	19	\$ 2,921	\$ 2,921
Commercial Real Estate construction	1	294	294
Commercial Real Estate other	17	6,466	6,466
Consumer other	8	378	378
Total	45	\$ 10,059	\$ 10,059

The troubled debt restructurings described above increased the allowance for loan losses by \$0.4 million and resulted in charge-offs of \$0.8 million during the six months ended June 30, 2012.

The following table presents loans by class modified as troubled debt restructurings that occurred during the twelve months ended December 31, 2011:

(dollars in thousands)	Number of Loans	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled Debt Restructuring:			
Commercial	25	\$ 7,086	\$ 7,086
Commercial Real Estate construction	1	1,422	1,422
Commercial Real Estate other	46	5,956	4,429
Consumer other	1	53	53
Total	73	\$ 14,517	\$ 12,990

The troubled debt restructurings described above increased the allowance for loan losses by \$1.4 million and resulted in charge-offs of \$5.6 million during the twelve months ended December 31, 2011.

The following table presents loans by class modified as troubled debt restructuring within the last twelve months for which there was a payment default during the six months ended June 30, 2012.

(dollars in thousands)	Number of Contracts	Recorded Investment
Troubled Debt Restructuring That Subsequently Defaulted:		
Commercial Real Estate	2	\$ 322
Total	2	\$ 322

Table of Contents

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the twelve months ended December 31, 2011:

(dollars in thousands)	Number of Contracts	Recorded Investment
Troubled Debt Restructuring That Subsequently Defaulted:		
Commercial	3	\$ 1,647
Commercial Real Estate	6	1,587
Total	9	\$ 3,234

A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms.

The troubled debt restructurings that subsequently defaulted described above decreased the allowance for loan losses by \$0.6 million and resulted in charge-offs of \$3.0 million during the twelve months ended December 31, 2011.

The terms of certain other loans were modified during the six months ended June 30, 2012 that did not meet the definition of a troubled debt restructuring. It is our process to review all classified and criticized loans that, during the period, have been renewed, have entered into a forbearance agreement, have gone from principal and interest to interest only, or have had the maturity date extended. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on its debt in the foreseeable future without the modification. The evaluation is performed under the Company's internal underwriting policy. We also evaluate whether a concession has been granted or if we were adequately compensated through a market interest rate, additional collateral or a bona fide guarantee. We also consider whether the modification was insignificant relative to the other terms of the agreement or if the delay in a payment was 90 days or less.

Purchased credit impaired (PCI) loans would not be considered impaired until after the point at which there has been a degradation of cash flows below our expected cash flows at acquisition. If a PCI loan is subsequently modified, and meets the definition of a TDR, it will be removed from PCI accounting and accounted for as a TDR only if the PCI loan was being accounted for individually. If the purchased credit impaired loan is being accounted for as part of a pool, it will not be removed from the pool.

In general, once a modified loan is considered a TDR, the loan will always be considered a TDR, and therefore impaired, until it is paid in full, otherwise settled, sold or charged off. However, our policy also permits for loans to be removed from troubled debt restructuring status in the years following the restructuring if the following two conditions are met: (1) The restructuring agreement specifies an interest rate equal to or greater than the rate that the Company was willing to accept at the time of the restructuring for a new loan with comparable risk, and (2) the loan is not impaired based on the terms specified by the restructuring agreement.

Purchased Impaired Loans (non-covered loans)

Purchased loans acquired in a business combination are recorded at estimated fair value on their purchase date with no carryover of the related allowance for loan and lease losses. In determining the estimated fair value of purchased loans, management considers a number of factors including the remaining life of the acquired loans, estimated prepayments, estimated loss ratios, estimated value of the underlying collateral, net present value of cash flows expected to be received, among others. Purchased loans are accounted for in accordance with guidance for certain loans acquired in a transfer (ASC 310-30), when the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the acquirer will not collect all contractually required principal and interest payments. The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference. Subsequent decreases to the expected cash flows will generally result in a provision for loan and lease losses. Subsequent increases in cash flows will result in a reversal of the provision for loan losses to the extent of prior charges and then an adjustment to accretable yield, which would have a positive impact on interest income.

Table of Contents

Old National has purchased loans for which there was, at acquisition, evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected. Of these acquired credit impaired loans, \$4.0 million in carrying balances did not meet the criteria to be accounted for under the guidance of ASC 310-30 as they were revolving lines of credit, thus these lines have not been included in the following table. For these noncovered loans that meet the criteria of ASC 310-30 treatment, the carrying amount was as follows:

(dollars in thousands)	June 30, 2012	December 31, 2011
Commercial	\$ 529	\$ 1,143
Commercial real estate	18,886	23,059
Consumer	29,896	41,064
Residential	168	418
Carrying amount	\$ 49,479	\$ 65,684
Carrying amount, net of allowance	\$ 47,713	\$ 63,982
Allowance for loan losses	\$ 1,766	\$ 1,702

The outstanding balance of noncovered loans accounted for under ASC 310-30, including contractual principal, interest, fees and penalties, was \$91.4 million and \$111.4 million as of June 30, 2012 and December 31, 2011, respectively.

The accretable difference on purchased loans acquired in a business combination is the difference between the expected cash flows and the net present value of expected cash flows with such difference accreted into earnings using the effective yield method over the term of the loans. The accretable difference that is expected to be accreted into future earnings of the Company totaled \$13.4 million at the date of acquisition. Accretion of \$6.0 million has been recorded as loan interest income through the six months ended June 30, 2012. Accretion of \$15.3 million was recorded as loan interest income in 2011. Improvement in cash flow expectations has resulted in a reclassification from nonaccretable difference to accretable yield.

Accretable yield of noncovered loans, or income expected to be collected, is as follows:

(dollars in thousands)	Monroe	Integra Noncovered	Total
Balance at January 1, 2012	\$ 15,508	\$ 5,871	\$ 21,379
New loans purchased			
Accretion of income	(4,843)	(1,171)	(6,014)
Reclassifications from (to) nonaccretable difference	4,894	(120)	4,774
Disposals/other adjustments	415	(108)	307
Balance at June 30, 2012	\$ 15,974	\$ 4,472	\$ 20,446

Included in Old National's allowance for loan losses is \$1.8 million related to the purchased loans disclosed above for the first six months of 2012. Included in Old National's allowance for loan losses was \$1.7 million related to the purchased loans in 2011. An immaterial amount of allowances for loan losses were reversed during 2012 and 2011 related to these loans.

Table of Contents

Purchased loans, both covered and noncovered, for which it was probable at acquisition that all contractually required payments would not be collected are as follows:

(dollars in thousands)	Monroe Bancorp	Integra Bank
Contractually required payments	\$ 94,714	\$ 921,856
Nonaccretable difference	(45,157)	(226,426)
Cash flows expected to be collected at acquisition	49,557	695,430
Accretable yield	(6,971)	(98,487)
Fair value of acquired loans at acquisition	\$ 42,586	\$ 596,943

Income is not recognized on certain purchased loans if Old National cannot reasonably estimate cash flows to be collected. Old National had no purchased loans for which it could not reasonably estimate cash flows to be collected.

NOTE 9 COVERED LOANS

Covered loans represent loans acquired from the FDIC that are subject to loss share agreements. The carrying amount of covered loans was \$489.3 million at June 30, 2012. The composition of covered loans by lending classification was as follows:

(dollars in thousands)	Loans Accounted for Under ASC 310-30 (Purchased Credit Impaired)	At June 30, 2012	
		Loans excluded from ASC 310-30 (1) (Not Purchased Credit Impaired)	Total Covered Purchased Loans
Commercial	\$ 40,674	\$ 35,251	\$ 75,925
Commercial real estate	242,551	19,169	261,720
Residential	39,773	628	40,401
Consumer	31,621	79,664	111,285
Covered loans	354,619	134,712	489,331
Allowance for loan losses	(4,336)		(4,336)
Covered loans, net	\$ 350,283	\$ 134,712	\$ 484,995

(1) Includes loans with revolving privileges which are scoped out of FASB ASC 310-30 and certain loans which Old National elected to treat under the cost recovery method of accounting.

Loans were recorded at fair value in accordance with FASB ASC 805, Business Combinations. No allowance for loan losses related to the acquired loans is recorded on the acquisition date as the fair value of the loans acquired incorporates assumptions regarding credit risk. Loans acquired are recorded at fair value in accordance with the fair value methodology prescribed in FASB ASC 820, exclusive of the loss share agreements with the Federal Deposit Insurance Corporation (FDIC). The fair value estimates associated with the loans include estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

The outstanding balance of covered loans accounted for under ASC 310-30, including contractual principal, interest, fees and penalties, was \$641.2 million and \$726.8 million as of June 30, 2012 and December 31, 2011, respectively.

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Over the life of the acquired loans, the Company continues to estimate cash flows expected to be collected on individual loans or on pools of loans sharing common risk characteristics which were treated in the aggregate when applying various valuation techniques. The Company evaluates at each balance sheet date whether the present value of its loans determined using the effective interest rates has decreased and if so, recognizes a provision for loan losses. For any increases in cash flows expected to be collected, the Company adjusts the amount of accretable yield recognized on a prospective basis over the loan's or pool's remaining life. These prospective yield adjustments are partially offset as Old National will recognize a corresponding decrease in cash flows expected from the indemnification asset prospectively in a similar manner. The indemnification asset is adjusted over the shorter of the life of the underlying investment or the indemnification agreement.

Table of Contents

Accretable yield, or income expected to be collected on the covered loans accounted for under ASC 310-30, is as follows:

(dollars in thousands)	
Balance at January 1, 2012	\$ 92,053
New loans purchased	
Accretion of income	(26,102)
Reclassifications from (to) nonaccretable difference	35,678
Disposals/other adjustments	(1,326)
Balance at June 30, 2012	\$ 100,303

A summary of activity for the indemnification asset and loss share receivable is presented below:

(dollars in thousands)	
Indemnification Asset	
Balance at January 1, 2012	\$ 147,566
Adjustments not reflected in income:	
Established through acquisitions	
Reclass to loss claims receivable	(20,608)
Other	
Adjustments reflected in income:	
(Amortization) accretion	(7,270)
Other adjustments in loss expectations	8,029
Balance at June 30, 2012	\$ 127,717

(dollars in thousands)	
Loss Share Receivable	
Balance at January 1, 2012	\$ 20,148
Established through acquisitions	
Reclass from indemnification asset	20,608
Cash received from FDIC	(32,433)
Balance at June 30, 2012	\$ 8,323

NOTE 10 OTHER REAL ESTATE OWNED

The following table shows the carrying amount for other real estate owned at June 30, 2012 and December 31, 2011:

(dollars in thousands)	Other Real Estate Owned (1)	Other Real Estate Owned, Covered
Balance, December 31, 2011	\$ 7,119	\$ 30,443
Additions	7,309	6,807
Sales	(2,227)	(4,720)
Gains (losses)/Write-downs	(1,436)	(10,360)
Balance, June 30, 2012	\$ 10,765	\$ 22,170

(1) Includes \$0.4 million of repossessed personal property at June 30, 2012.

Covered OREO expenses and valuation write-downs are recorded in the noninterest expense section of the consolidated statements of income. Under the loss sharing agreements, the FDIC will reimburse the Company for 80% of expenses and valuation write-downs related to covered assets up to \$275.0 million, losses in excess of \$275.0 million up to \$467.2 million at 0%, and 80% of losses in excess of \$467.2 million. The reimbursable portion of these expenses is recorded in the FDIC indemnification asset. Changes in the FDIC indemnification asset are recorded in the noninterest income section of the consolidated statements of income.

Table of Contents**NOTE 11 GOODWILL AND OTHER INTANGIBLE ASSETS**

The following table shows the changes in the carrying amount of goodwill by segment for the six months ended June 30, 2012 and 2011:

(dollars in thousands)	Community Banking	Other	Total
Balance, January 1, 2012	\$ 212,412	\$ 40,765	\$ 253,177
Goodwill acquired during the period			
Balance, June 30, 2012	\$ 212,412	\$ 40,765	\$ 253,177
Balance, January 1, 2011	\$ 128,011	\$ 39,873	\$ 167,884
Goodwill acquired during the period	67,536	893	68,429
Balance, June 30, 2011	\$ 195,547	\$ 40,766	\$ 236,313

Goodwill is reviewed annually for impairment. Old National completed its most recent annual goodwill impairment test as of August 31, 2011 and determined that no impairment existed as of this date. Old National recorded \$68.4 million of goodwill in the first quarter of 2011 associated with the acquisition of Monroe Bancorp, of which \$67.5 million was allocated to the Community Banking segment and \$0.9 million to the Other segment. Old National recorded \$16.9 million of goodwill in the third quarter of 2011 associated with the acquisition of Integra Bank, all of which was allocated to the Community Banking segment.

The gross carrying amount and accumulated amortization of other intangible assets at June 30, 2012 and December 31, 2011 was as follows:

(dollars in thousands)	Gross Carrying Amount	Accumulated Amortization and Impairment	Net Carrying Amount
June 30, 2012			
Amortized intangible assets:			
Core deposit	\$ 39,265	\$ (23,375)	\$ 15,890
Customer business relationships	26,411	(17,221)	9,190
Customer trust relationships	3,622	(737)	2,885
Customer loan relationships	4,413	(2,173)	2,240
Total intangible assets	\$ 73,711	\$ (43,506)	\$ 30,205
December 31, 2011			
Amortized intangible assets:			
Core deposit	\$ 39,265	\$ (20,815)	\$ 18,450
Customer business relationships	25,897	(16,312)	9,585
Customer trust relationships	3,622	(474)	3,148
Customer loan relationships	4,413	(1,972)	2,441
Total intangible assets	\$ 73,197	\$ (39,573)	\$ 33,624

Table of Contents

Other intangible assets consist of core deposit intangibles and customer relationship intangibles and are being amortized primarily on an accelerated basis over their estimated useful lives, generally over a period of 5 to 25 years. During the second quarter of 2012, Old National increased customer business relationships by \$0.5 million related to the purchase of an insurance book of business, which is included in the Other segment. During the first quarter of 2011, Old National recorded \$8.2 million of core deposit intangibles associated with the acquisition of Monroe Bancorp, which is included in the Community Banking segment. During the first quarter of 2011, Old National also recorded \$2.3 million of customer relationship intangibles associated with the trust business of Monroe Bancorp, which is included in the Other segment. During the second quarter of 2011, Old National recorded \$1.3 million of customer relationship intangibles associated with the trust business of Integra Wealth Management and Trust, which is included in the Other segment. During the second quarter of 2011, Old National reduced customer business relationships by \$0.1 million related to the sale of an insurance book of business, which is included in the Other segment. During the third quarter of 2011, Old National recorded \$4.3 million of core deposit intangibles associated with the acquisition of Integra Bank, which is included in the Community Banking segment. During the fourth quarter of 2011, Old National recorded \$0.3 million of customer business relationships associated with the purchase of an insurance book of business and took accelerated amortization of \$0.7 million on its core deposit intangible related to the sale of the former Chicago-area Integra branches. Total amortization expense associated with other intangible assets for the six months ended June 30 was \$3.9 million in 2012 and \$3.8 million in 2011.

Estimated amortization expense for future years is as follows:

(dollars in thousands)	
2012 remaining	\$ 4,423
2013	6,536
2014	5,302
2015	4,258
2016	3,405
Thereafter	6,281
Total	\$ 30,205

NOTE 12 SHORT-TERM BORROWINGS

The following table presents the distribution of Old National's short-term borrowings and related weighted-average interest rates as of June 30, 2012:

(dollars in thousands)	Federal Funds Purchased	Repurchase Agreements	Other Short-term Borrowings	Total
2012				
Outstanding at June 30, 2012	\$ 919	\$ 345,081	\$ 18	\$ 346,000
Average amount outstanding	52,568	308,846	18	361,432
Maximum amount outstanding at any month-end	231,202	345,081		
Weighted average interest rate:				
During six months ended June 30, 2012	0.14%	0.14%	7.55%	0.14%
At June 30, 2012	0.15	0.26		0.26

Other Short-term Borrowings

At December 31, 2011, Old National had a \$114 thousand note payable to a life insurance company which was assumed as part of the Integra Bank acquisition and matured in January 2012. This note payable carried an effective interest rate of 7.26%.

Table of Contents**NOTE 13 FINANCING ACTIVITIES**

The following table summarizes Old National's and its subsidiaries' other borrowings at June 30, 2012 and December 31, 2011:

(dollars in thousands)	June 30, 2012	December 31, 2011
Old National Bancorp:		
Junior subordinated debenture (variable rates of 2.06% to 2.21%) maturing March 2035 to June 2037	\$ 13,000	\$ 16,000
Subordinated notes (fixed rate of 10.00%) maturing June 2019		13,000
ASC 815 fair value hedge and other basis adjustments	(3,376)	(3,003)
Old National Bank:		
Securities sold under agreements to repurchase (variable rates 3.62% to 3.82%) maturing October 2014	50,000	50,000
Federal Home Loan Bank advances (fixed rates 1.24% to 8.34% and variable rate 2.75%) maturing April 2013 to January 2023	207,312	208,360
Capital lease obligation	4,236	4,261
ASC 815 fair value hedge and other basis adjustments	2,542	2,156
 Total other borrowings	 \$ 273,714	 \$ 290,774

Contractual maturities of other borrowings at June 30, 2012, were as follows:

(dollars in thousands)	
Due in 2012	\$ 25
Due in 2013	75,650
Due in 2014	92,528
Due in 2015	16,763
Due in 2016	17,430
Thereafter	72,152
ASC 815 fair value hedge and other basis adjustments	(834)
 Total	 \$ 273,714

FEDERAL HOME LOAN BANK

Federal Home Loan Bank advances had weighted-average rates of 3.30% and 3.30% at June 30, 2012, and December 31, 2011, respectively. These borrowings are collateralized by investment securities and residential real estate loans up to 145% of outstanding debt.

SUBORDINATED NOTES

In 2011, Old National acquired Monroe Bancorp. Included in the acquisition was \$13 million of 10% subordinated notes. As shown in the table above, these subordinated notes were due to mature June 2019. Old National redeemed the notes, in whole, on June 30, 2012.

JUNIOR SUBORDINATED DEBENTURES

Junior subordinated debentures related to trust preferred securities are classified in other borrowings. These securities qualify as Tier 1 capital for regulatory purposes, subject to certain limitations.

Table of Contents

ONB Capital Trust II issued \$100 million in preferred securities in April 2002. Old National guaranteed the payment of distributions on the trust preferred securities issued by ONB Capital Trust II. The preferred securities had a liquidation amount of \$25 per share with a cumulative annual distribution rate of 8.0% or \$2.00 per share payable quarterly and maturing on April 15, 2032. Proceeds from the issuance of these securities were used to purchase junior subordinated debentures with the same financial terms as the securities issued by ONB Capital Trust II. On November 9, 2010, Old National's Board of Directors approved the redemption of the junior subordinated debentures. As a result of the redemption of the debentures, the trustee of ONB Capital Trust II redeemed all \$100 million of the 8% trust preferred securities on December 15, 2010. The \$3.0 million remaining balance of the unamortized issuance costs at the time of the redemption were expensed.

In 2007, Old National acquired St. Joseph Capital Trust I and St. Joseph Capital Trust II in conjunction with its acquisition of St. Joseph Capital Corporation. Old National guarantees the payment of distributions on the trust preferred securities issued by St. Joseph Capital Trust I and St. Joseph Capital Trust II. St. Joseph Capital Trust I issued \$3.0 million in preferred securities in July 2003. The preferred securities carried a variable rate of interest priced at the three-month LIBOR plus 305 basis points, payable quarterly and maturing on July 11, 2033. Proceeds from the issuance of these securities were used to purchase junior subordinated debentures with the same financial terms as the securities issued by St. Joseph Capital Trust I. Old National redeemed these junior subordinated notes as of June 30, 2012. As a result of the redemption of the junior subordinated notes, the trustee of St. Joseph Capital Trust I redeemed all \$3.0 million of its preferred securities. St. Joseph Capital Trust II issued \$5.0 million in preferred securities in March 2005. The preferred securities had a cumulative annual distribution rate of 6.27% until March 2010 and now carry a variable rate of interest priced at the three-month LIBOR plus 175 basis points, payable quarterly and maturing on March 17, 2035. Proceeds from the issuance of these securities were used to purchase junior subordinated debentures with the same financial terms as the securities issued by St. Joseph Capital Trust II. Old National, at any time, may redeem the junior subordinated debentures and thereby cause a redemption of the trust preferred securities.

In 2011, Old National acquired Monroe Bancorp Capital Trust I and Monroe Bancorp Statutory Trust II in conjunction with its acquisition of Monroe Bancorp. Old National guarantees the payment of distributions on the trust preferred securities issued by Monroe Bancorp Capital Trust I and Monroe Bancorp Statutory Trust II. Monroe Bancorp Capital Trust I issued \$3.0 million in preferred securities in July 2006. The preferred securities carried a fixed rate of interest of 7.15% until October 7, 2011 and thereafter a variable rate of interest priced at the three-month LIBOR plus 160 basis points. Proceeds from the issuance of these securities were used to purchase junior subordinated debentures with the same financial terms as the securities issued by Monroe Bancorp Capital Trust I. Monroe Bancorp Statutory Trust II issued \$5.0 million in preferred securities in March 2007. The preferred securities carried a fixed rate of interest of 6.52% until June 15, 2012 and thereafter a variable rate of interest priced at the three-month LIBOR plus 160 basis points. Proceeds from the issuance of these securities were used to purchase junior subordinated debentures with the same financial terms as the securities issued by Monroe Bancorp Statutory Trust II. Old National, at any time, may redeem the junior subordinated debentures and thereby cause a redemption of the trust preferred securities in whole or in part.

CAPITAL LEASE OBLIGATION

On January 1, 2004, Old National entered into a long-term capital lease obligation for a branch office building in Owensboro, Kentucky, which extends for 25 years with one renewal option for 10 years. The economic substance of this lease is that Old National is financing the acquisition of the building through the lease and accordingly, the building is recorded as an asset and the lease is recorded as a liability. The fair value of the capital lease obligation was estimated using a discounted cash flow analysis based on Old National's current incremental borrowing rate for similar types of borrowing arrangements.

Table of Contents

At June 30, 2012, the future minimum lease payments under the capital lease were as follows:

(dollars in thousands)	
2012 remaining	\$ 195
2013	390
2014	410
2015	410
2016	410
Thereafter	10,084
Total minimum lease payments	11,899
Less amounts representing interest	7,663
Present value of net minimum lease payments	\$ 4,236

NOTE 14 EMPLOYEE BENEFIT PLANS**RETIREMENT PLAN**

Old National maintains a funded noncontributory defined benefit plan (the "Retirement Plan") that was frozen as of December 31, 2005. Retirement benefits are based on years of service and compensation during the highest paid five years of employment. The freezing of the plan provides that future salary increases will not be considered. Old National's policy is to contribute at least the minimum funding requirement determined by the plan's actuary. Old National expects to contribute approximately \$199 thousand to the Retirement Plan in 2012.

Old National also maintains an unfunded pension restoration plan (the "Restoration Plan") which provides benefits for eligible employees that are in excess of the limits under Section 415 of the Internal Revenue Code of 1986, as amended, that apply to the Retirement Plan. The Restoration Plan is designed to comply with the requirements of ERISA. The entire cost of the plan, which was also frozen as of December 31, 2005, is supported by contributions from the Company.

Old National contributed \$105 thousand to cover benefit payments from the Restoration Plan during the first six months of 2012. Old National expects to contribute an additional \$60 thousand to cover benefit payments from the Restoration Plan during the remainder of 2012.

The net periodic benefit cost and its components were as follows for the three and six months ended June 30:

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Interest cost	\$ 493	\$ 525	\$ 986	\$ 1,050
Expected return on plan assets	(587)	(676)	(1,173)	(1,352)
Recognized actuarial loss	1,007	689	2,013	1,378
Settlement		391		604
Net periodic benefit cost	\$ 913	\$ 929	\$ 1,826	\$ 1,680

NOTE 15 STOCK-BASED COMPENSATION

At June 30, 2012, Old National had 3.9 million shares remaining available for issuance under the Company's Amended and Restated 2008 Incentive Compensation Plan. The granting of awards to key employees is typically in the form of restricted stock or options to purchase common shares of stock.

Table of Contents*Stock Options*

The Company did not grant any stock options during the first six months of 2012. Old National recorded \$6 thousand of stock based compensation expense, net of tax, during the first six months of 2012 as compared to \$41 thousand for the first six months of 2011.

In connection with the acquisition of Monroe Bancorp on January 1, 2011, 0.3 million options for shares of Monroe Bancorp stock were converted to 0.3 million options for shares of Old National Bancorp stock. Old National recorded no incremental expense associated with the conversion of these options.

Restricted Stock Awards

The Company granted 54 thousand time-based restricted stock awards to certain key officers during the first six months of 2012, with shares vesting at the end of a thirty-six month period. Compensation expense is recognized on a straight-line basis over the vesting period. Shares are subject to certain restrictions and risk of forfeiture by the participants. As of June 30, 2012, unrecognized compensation expense was estimated to be \$1.4 million for unvested restricted share awards.

Old National recorded expense of \$0.1 million, net of tax, during the first six months of 2012, compared to expense of \$0.4 million during the first six months of 2011 related to the vesting of restricted share awards. Included in the first six months of 2012 is the reversal of \$0.4 million of expense associated with certain performance-based restricted stock grants.

Restricted Stock Units

The Company granted 218 thousand shares of performance based restricted stock units to certain key officers during the first six months of 2012, with shares vesting at the end of a thirty-six month period based on the achievement of certain targets. Compensation expense is recognized on a straight-line basis over the vesting period. Shares are subject to certain restrictions and risk of forfeiture by the participants. In addition, certain of the restricted stock units are subject to relative performance factors which could increase or decrease the percentage of shares issued.

Old National recorded \$0.7 million of stock based compensation expense, net of tax, during the first six months of 2012. Old National recorded \$0.4 million of stock based compensation expense, net of tax, during the first six months of 2011. Included in the first six months of 2012 is the reversal of \$20 thousand of expense associated with certain performance-based restricted stock grants. Included in the first six months of 2011 is the reversal of \$13 thousand of expense associated with certain performance-based restricted stock grants.

NOTE 16 INCOME TAXES

Following is a summary of the major items comprising the differences in taxes from continuing operations computed at the federal statutory rate and as recorded in the consolidated statement of income for the three and six months ended June 30:

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Provision at statutory rate of 35%	\$ 13,333	\$ 8,030	\$ 23,855	\$ 15,363
Tax-exempt income	(2,636)	(2,370)	(5,146)	(4,761)
State income taxes	1,133	702	2,027	1,096
Interim period effective rate adjustment	(723)	(3)	(706)	(799)
Other, net	(218)	(432)	(801)	(454)
Income tax expense	\$ 10,889	\$ 5,927	\$ 19,229	\$ 10,445
Effective tax rate	28.6%	25.8%	28.2%	23.8%

Table of Contents

In accordance with ASC 740-270, Accounting for Interim Reporting, the provision for income taxes was recorded at June 30, 2012 and 2011 based on the current estimate of the effective annual rate.

For the six months ended June 30, 2012, the effective tax rate was higher than the six months ended June 30, 2011. The higher tax rate is the result of higher projected pre-tax book income while tax-exempt income is projected to remain relatively stable.

No valuation allowance was recorded at June 30, 2012 and 2011 because, based on our current expectations, Old National believes that it will generate sufficient income in the future years to realize deferred tax assets.

Unrecognized Tax Benefits

The Company and its subsidiaries file a consolidated U.S. federal income tax return, as well as filing various state returns. Unrecognized state income tax benefits are reported net of their related deferred federal income tax benefit.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(dollars in thousands)	2012	2011
Balance at January 1	\$ 4,145	\$ 4,553
Additions (reductions) based on tax positions related to the current year	1	3
Balance at June 30	\$ 4,146	\$ 4,556

Approximately \$0.35 million of unrecognized tax benefits, if recognized, would favorably affect the effective income tax rate in future periods.

NOTE 17 DERIVATIVE FINANCIAL INSTRUMENTS

As part of the Company's overall interest rate risk management, Old National uses derivative instruments, including interest rate swaps, caps and floors. The notional amount of these derivative instruments was \$92.5 million and \$192.5 million at June 30, 2012 and December 31, 2011, respectively. The June 30, 2012 balances consist of \$92.5 million notional amount of receive-fixed interest rate swaps on certain of its FHLB advances. The December 31, 2011 balances consist of \$92.5 million notional amount of receive-fixed interest rate swaps on certain of its FHLB advances and \$100.0 million notional amount of receive-fixed interest rate swaps on certain commercial loans. These hedges were entered into to manage both interest rate risk and asset sensitivity on the balance sheet. These derivative instruments are recognized on the balance sheet at their fair value.

In addition, commitments to fund certain mortgage loans (interest rate lock commitments) and forward commitments for the future delivery of mortgage loans to third party investors are considered derivatives. At June 30, 2012, the notional amount of the interest rate lock commitments and forward commitments were \$11.3 million and \$14.1 million, respectively. At December 31, 2011, the notional amount of the interest rate lock commitments and forward commitments were \$8.7 million and \$10.2 million, respectively. It is the Company's practice to enter into forward commitments for the future delivery of residential mortgage loans to third party investors when interest rate lock commitments are entered into in order to economically hedge the effect of changes in interest rates resulting from its commitment to fund the loans. All derivative instruments are recognized on the balance sheet at their fair value.

Old National also enters into derivative instruments for the benefit of its customers. The notional amounts of these customer derivative instruments and the offsetting counterparty derivative instruments were \$430.5 million and \$430.5 million, respectively, at June 30, 2012. At December 31, 2011, the notional amounts of the customer derivative instruments and the offsetting counterparty derivative instruments were \$448.5 million and \$448.5 million, respectively. These derivative contracts do not qualify for hedge accounting. These instruments include interest rate swaps, caps, foreign exchange forward contracts and commodity swaps and options. Commonly, Old National will economically hedge significant exposures related to these derivative contracts entered into for the benefit of customers by entering into offsetting contracts with approved, reputable, independent counterparties with substantially matching terms.

Table of Contents

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. Old National's exposure is limited to the replacement value of the contracts rather than the notional, principal or contract amounts. There are provisions in our agreements with the counterparties that allow for certain unsecured credit exposure up to an agreed threshold. Exposures in excess of the agreed thresholds are collateralized. In addition, the Company minimizes credit risk through credit approvals, limits, and monitoring procedures.

The following tables summarize the fair value of derivative financial instruments utilized by Old National:

	Asset Derivatives			
	June 30, 2012		December 31, 2011	
(dollars in thousands)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
Interest rate contracts	Other assets	\$ 7,580	Other assets	\$ 7,444
Total derivatives designated as hedging instruments		\$ 7,580		\$ 7,444
Derivatives not designated as hedging instruments				
Interest rate contracts	Other assets	\$ 33,062	Other assets	\$ 36,755
Mortgage contracts	Other assets	311	Other assets	216
Total derivatives not designated as hedging instruments		\$ 33,373		\$ 36,971
Total derivative assets		\$ 40,953		\$ 44,415

	Liability Derivatives			
	June 30, 2012		December 31, 2011	
(dollars in thousands)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives not designated as hedging instruments				
Interest rate contracts	Other liabilities	\$ 33,601	Other liabilities	\$ 37,332
Total derivatives not designated as hedging instruments		\$ 33,601		\$ 37,332
Total derivative liabilities		\$ 33,601		\$ 37,332

Table of Contents

The effect of derivative instruments on the Consolidated Statement of Income for the three and six months ended June 30, 2012 and 2011 are as follows:

		Three months ended June 30, 2012	Three months ended June 30, 2011
(dollars in thousands)			
Derivatives in			
Fair Value Hedging	Location of Gain or (Loss)	Amount of Gain or (Loss)	
Relationships	Recognized in Income on Derivative	Recognized in Income on Derivative	
Interest rate contracts (1)	Interest income / (expense)	\$ 552	\$ 709
Interest rate contracts (2)	Other income / (expense)	222	222
Total		\$ 774	\$ 931

Derivatives in

Cash Flow Hedging	Location of Gain or (Loss)	Amount of Gain or (Loss)	
Relationships	Recognized in Income on Derivative	Recognized in Income on Derivative	
Interest rate contracts (1)	Interest income / (expense)	\$	\$ 401
Total		\$	\$ 401

Derivatives Not Designated as	Location of Gain or (Loss)	Amount of Gain or (Loss)	
Hedging Instruments	Recognized in Income on Derivative	Recognized in Income on Derivative	
Interest rate contracts (3)	Other income / (expense)	\$ 28	\$ (1)
Mortgage contracts	Mortgage banking revenue	(53)	(77)
Total		\$ (25)	\$ (78)

		Six months ended June 30, 2012	Six months ended June 30, 2011
(dollars in thousands)			
Derivatives in			
Fair Value Hedging	Location of Gain or (Loss)	Amount of Gain or (Loss)	
Relationships	Recognized in Income on Derivative	Recognized in Income on Derivative	
Interest rate contracts (1)	Interest income / (expense)	\$ 1,173	\$ 1,461
Interest rate contracts (2)	Other income / (expense)	393	369
Total		\$ 1,566	\$ 1,830

Derivatives in

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Cash Flow Hedging	Location of Gain or (Loss)	Amount of Gain or (Loss)	
Relationships	Recognized in Income on	Recognized in Income on	
	Derivative	Derivative	
Interest rate contracts (1)	Interest income / (expense)	\$ 241	\$ 787
Total		\$ 241	\$ 787
Derivatives Not Designated as	Location of Gain or (Loss)	Amount of Gain or (Loss)	
Hedging Instruments	Recognized in Income on	Recognized in Income on	
	Derivative	Derivative	
Interest rate contracts (3)	Other income / (expense)	\$ 38	\$ 184
Mortgage contracts	Mortgage banking revenue	94	(21)
Total		\$ 132	\$ 163

- (1) Amounts represent the net interest payments as stated in the contractual agreements.
(2) Amounts represent ineffectiveness on derivatives designated as fair value hedges.
(3) Includes the valuation differences between the customer and offsetting counterparty swaps.
See Note 21 to the consolidated financial statements.

Table of Contents

NOTE 18 COMMITMENTS AND CONTINGENCIES

LITIGATION

In the normal course of business, Old National Bancorp and its subsidiaries have been named, from time to time, as defendants in various legal actions. Certain of the actual or threatened legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages.

Old National contests liability and/or the amount of damages as appropriate in each pending matter. In view of the inherent difficulty of predicting the outcome of such matters, particularly in cases where claimants seek substantial or indeterminate damages or where investigations and proceedings are in the early stages, Old National cannot predict with certainty the loss or range of loss, if any, related to such matters, how or if such matters will be resolved, when they will ultimately be resolved, or what the eventual settlement, or other relief, if any, might be. Subject to the foregoing, Old National believes, based on current knowledge and after consultation with counsel, that the outcome of such pending matters will not have a material adverse effect on the consolidated financial condition of Old National, although the outcome of such matters could be material to Old National's operating results and cash flows for a particular future period, depending on, among other things, the level of Old National's revenues or income for such period. Old National will accrue for a loss contingency if (1) it is probable that a future event will occur and confirm the loss and (2) the amount of the loss can be reasonably estimated.

In November 2002, several beneficiaries of certain trusts filed a complaint against Old National and Old National Trust Company in the United States District Court for the Western District of Kentucky relating to the administration of the trusts in 1997. This litigation was fully and finally settled in the first quarter of 2012. The Company had previously accrued \$2 million in the third quarter of 2011 in anticipation of negotiating the final settlement and resolution of the matter. The matter was fully settled for the amount of the accrual. However, a portion of the settlement funds were put temporarily in escrow to account for uncertain contingencies. These funds, less contingencies (if any), will be released to the beneficiaries in December 2012 pursuant to the terms of the settlement agreement.

In November 2010, Old National was named in a class action lawsuit challenging Old National Bank's checking account practices associated with the assessment of overdraft fees. On May 1, 2012, the plaintiff was granted permission to file a First Amended Complaint which names additional plaintiffs and amends certain claims. The plaintiffs seek damages and other relief, including restitution. Old National believes it has meritorious defenses to the claims brought by the plaintiffs. At this phase of the litigation, it is not possible for management of Old National to determine the probability of a material adverse outcome or reasonably estimate the amount of any loss. No class has yet been certified and discovery is ongoing. On June 13, 2012, Old National filed a motion to dismiss the First Amended Complaint, which has not yet been ruled upon.

LEASES

Old National rents certain premises and equipment under operating leases, which expire at various dates. Many of these leases require the payment of property taxes, insurance premiums, maintenance and other costs. In some cases, rentals are subject to increase in relation to a cost-of-living index.

In prior periods, Old National entered into sale leaseback transactions for four office buildings in downtown Evansville, Indiana and eighty-eight financial centers. The properties sold had a carrying value of \$163.6 million. Old National received cash proceeds of approximately \$287.4 million, net of selling costs, resulting in a gain of approximately \$123.9 million. Approximately \$119.5 million of the gain was deferred and is being recognized over the term of the leases. As of June 30, 2012, \$32.1 million of the deferred gain had been recognized. The leases have original terms ranging from five to twenty-four years, and Old National has the right, at its option, to extend the term of certain of the leases for four additional successive terms of five years. Under the lease agreements, Old National is obligated to pay base rents of approximately \$25.2 million per year.

Table of Contents

In March 2009, Old National acquired the Indiana retail branch banking network of Citizens Financial Group. The network included 65 leased locations. As of June 30, 2012, Old National had closed 24 of these locations and terminated the leases. The leases have terms of less than one year to ten years. Under the remaining lease agreements, Old National is obligated to pay a base rent of approximately \$2.2 million per year.

In January 2011, Old National acquired Monroe Bancorp. Included in the acquisition are two leased branches, a leased operations center, five leased ATM locations and leased space in three retirement centers. The leased space in one of the retirement centers was closed in the second quarter of 2011. The leases have terms of one to five years. Under the remaining lease agreements, Old National is obligated to pay a base rent of approximately \$0.3 million per year.

On July 29, 2011, Old National acquired the banking operations of Integra Bank N.A. ("Integra") in an FDIC assisted transaction. The physical branch locations and leases were not immediately acquired by Old National in the acquisition. Old National had an option, exercisable for 90 days following the closing of the acquisition, to acquire, at fair value, any bank premises that were owned by, and to assume any leases relating to bank premises held by Integra. Old National reviewed the bank premises and related leases of Integra and acquired 17 of the Integra facilities. Rent expense of \$2.0 million was recorded during 2011 related to the leased properties prior to their closure.

CREDIT-RELATED FINANCIAL INSTRUMENTS

In the normal course of business, Old National's banking affiliates have entered into various agreements to extend credit, including loan commitments of \$1.190 billion and standby letters of credit of \$59.2 million at June 30, 2012. At June 30, 2012, approximately \$1.151 billion of the loan commitments had fixed rates and \$39 million had floating rates, with the floating interest rates ranging from 0% to 21%. At December 31, 2011, loan commitments were \$1.220 billion and standby letters of credit were \$73.3 million. These commitments are not reflected in the consolidated financial statements. At June 30, 2012 and December 31, 2011, the balance of the allowance for unfunded loan commitments was \$3.3 million and \$4.8 million, respectively.

At June 30, 2012 and December 31, 2011, Old National had credit extensions of \$18.5 million and \$24.2 million, respectively, with various unaffiliated banks related to letter of credit commitments issued on behalf of Old National's clients. At June 30, 2012 and December 31, 2011, Old National provided collateral to the unaffiliated banks to secure credit extensions totaling \$13.7 million and \$17.5 million, respectively. Old National did not provide collateral for the remaining credit extensions.

NOTE 19 FINANCIAL GUARANTEES

Old National holds instruments, in the normal course of business with clients, that are considered financial guarantees in accordance with FASB ASC 460-10 (FIN 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*), which requires the Company to record the instruments at fair value. Standby letters of credit guarantees are issued in connection with agreements made by clients to counterparties. Standby letters of credit are contingent upon failure of the client to perform the terms of the underlying contract. Credit risk associated with standby letters of credit is essentially the same as that associated with extending loans to clients and is subject to normal credit policies. The term of these standby letters of credit is typically one year or less. At June 30, 2012, the notional amount of standby letters of credit was \$59.2 million, which represents the maximum amount of future funding requirements, and the carrying value was \$0.4 million. At December 31, 2011, the notional amount of standby letters of credit was \$73.3 million, which represents the maximum amount of future funding requirements, and the carrying value was \$0.4 million.

During the second quarter of 2007, Old National entered into a risk participation in an interest rate swap. The interest rate swap had a notional amount of \$8.7 million at June 30, 2012.

Table of Contents**NOTE 20 SEGMENT INFORMATION**

Old National operates in two operating segments: community banking and treasury. The community banking segment serves customers in both urban and rural markets providing a wide range of financial services including commercial, real estate and consumer loans; lease financing; checking, savings, time deposits and other depository accounts; cash management services; and debit cards and other electronically accessed banking services and Internet banking. Treasury manages investments, wholesale funding, interest rate risk, liquidity and leverage for Old National. Additionally, treasury provides other miscellaneous capital markets products for its corporate banking clients. Other is comprised of the parent company and several smaller business units including insurance, wealth management and brokerage. It includes unallocated corporate overhead and intersegment revenue and expense eliminations.

In order to measure performance for each segment, Old National allocates capital and corporate overhead to each segment. Capital and corporate overhead are allocated to each segment using various methodologies, which are subject to periodic changes by management. Intersegment sales and transfers are not significant.

Old National uses a funds transfer pricing (FTP) system to eliminate the effect of interest rate risk from net interest income in the community banking segment and from companies included in the other column. The FTP system is used to credit or charge each segment for the funds the segments create or use. The net FTP credit or charge is reflected in segment net interest income.

The financial information for each operating segment is reported on the basis used internally by Old National's management to evaluate performance and is not necessarily comparable with similar information for any other financial institution.

Summarized financial information concerning segments is shown in the following table for the three and six months ended June 30:

(dollars in thousands)	Community Banking	Treasury	Other	Total
Three months ended June 30, 2012				
Net interest income	\$ 66,866	\$ (5,508)	\$ 14,615	\$ 75,973
Provision for loan losses	(3,466)		3,859	393
Noninterest income	27,212	7,919	13,411	48,542
Noninterest expense	61,005	2,331	22,691	86,027
Income (loss) before income taxes	36,539	80	1,476	38,095
Total assets	4,593,862	3,608,140	487,554	8,689,556
Three months ended June 30, 2011				
Net interest income	\$ 73,975	\$ (11,035)	\$ (621)	\$ 62,319
Provision for loan losses	3,207			3,207
Noninterest income	30,173	1,633	11,783	43,589
Noninterest expense	69,066	363	10,329	79,758
Income (loss) before income taxes	31,875	(9,765)	833	22,943
Total assets	4,405,806	3,518,480	94,562	8,018,848
Six months ended June 30, 2012				
Net interest income	\$ 136,298	\$ (11,898)	\$ 25,846	\$ 150,246
Provision for loan losses	(3,720)		6,169	2,449
Noninterest income	53,948	10,375	33,352	97,675
Noninterest expense	122,824	4,443	50,047	177,314
Income (loss) before income taxes	71,142	(5,966)	2,982	68,158
Total assets	4,593,862	3,608,140	487,554	8,689,556
Six months ended June 30, 2011				
Net interest income	\$ 143,064	\$ (18,206)	\$ (1,172)	\$ 123,686
Provision for loan losses	6,519			6,519
Noninterest income	52,189	4,060	30,161	86,410
Noninterest expense	131,243	1,777	26,663	159,683

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Income (loss) before income taxes	57,491	(15,923)	2,326	43,894
Total assets	4,405,806	3,518,480	94,562	8,018,848

Table of Contents

Included in net interest income for the three and six months ended June 30, 2012 in the Community Banking segment is approximately \$6.3 million and \$13.3 million, respectively, and in the Other segment is approximately \$10.1 million and \$19.2 million, respectively, associated with the acquisition of Integra Bank. Noninterest expense for the three and six months ended June 30, 2012 includes \$2.4 million and \$5.2 million, respectively, of costs in the Community Banking segment and \$1.8 million and \$11.8 million, respectively, of costs in the Other segment associated with the addition of Integra Bank. Included in income before income taxes for the three and six months ended June 30, 2012 is \$9.5 million and \$17.2 million, respectively, in the Community Banking segment and \$1.1 million and \$3.9 million, respectively, in the Other segment associated with the addition of Integra Bank.

NOTE 21 FAIR VALUE

FASB ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair values:

Level 1 Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2 Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Old National used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Trading securities: The fair value for trading securities is determined by quoted market prices (Level 1).

Investment securities: The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). Discounted cash flows are calculated using swap and libor curves plus spreads that adjust for loss severities, volatility, credit risk and optionality. During times when trading is more liquid, broker quotes are used (if available) to validate the model. Rating agency and industry research reports as well as defaults and deferrals on individual securities are reviewed and incorporated into the calculations.

Residential loans held for sale: The fair value of loans held for sale is determined using quoted prices for a similar asset, adjusted for specific attributes of that loan (Level 2).

Derivative financial instruments: The fair values of derivative financial instruments are based on derivative valuation models using market data inputs as of the valuation date (Level 2).

Table of Contents

Assets and liabilities measured at fair value on a recurring basis, including financial assets and liabilities for which the Company has elected the fair value option, are summarized below:

(dollars in thousands)	Fair Value Measurements at June 30, 2012 Using			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Trading securities	\$ 2,918	\$ 2,918	\$	\$
Investment securities available-for-sale:				
U.S. Treasury	15,598	15,598		
U.S. Government-sponsored entities and agencies	347,289		347,289	
Mortgage-backed securities Agency	1,140,942		1,140,942	
Mortgage-backed securities Non-agency	73,747		73,747	
States and political subdivisions	462,065		461,076	989
Pooled trust preferred securities	8,460			8,460
Other securities	160,161		160,161	
Residential loans held for sale	4,366		4,366	
Derivative assets	40,953		40,953	
Financial Liabilities				
Derivative liabilities	33,601		33,601	

(dollars in thousands)	Fair Value Measurements at December 31, 2011 Using			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Trading securities	\$ 2,816	\$ 2,816	\$	\$
Investment securities available-for-sale:				
U.S. Treasury	65,769	65,769		
U.S. Government-sponsored entities and agencies	173,185		173,185	
Mortgage-backed securities Agency	1,182,255		1,182,255	
Mortgage-backed securities Non-agency	85,900		85,900	
States and political subdivisions	402,844		401,538	1,306
Pooled trust preferred securities	7,327			7,327
Other securities	153,996		153,996	
Residential loans held for sale	4,528		4,528	
Derivative assets	44,415		44,415	
Financial Liabilities				
Derivative liabilities	37,332		37,332	

Table of Contents

The table below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the six months ended June 30, 2012:

(dollars in thousands)	Fair Value Measurements using Significant Unobservable Inputs (Level 3)	
	Pooled Trust Preferred Securities Available- for-Sale	State and Political Subdivisions
Beginning balance, January 1, 2012	\$ 7,327	\$ 1,306
Accretion/(amortization) of discount or premium	8	3
Payments received	(43)	
Matured securities		(320)
Credit loss write-downs	(161)	
Increase/(decrease) in fair value of securities	1,329	
Ending balance, June 30, 2012	\$ 8,460	\$ 989

Included in the income statement are \$11 thousand of income included in interest income from the accretion of discounts on securities and \$161 thousand of credit losses included in noninterest income. The increase in fair value is reflected in the balance sheet as an increase in the fair value of investment securities available-for sale, an increase in accumulated other comprehensive income, which is included in shareholders' equity, and a decrease in other assets related to the tax impact.

\$1.3 million of state and political subdivision securities were transferred to Level 3 as of December 31, 2011 because Old National could no longer obtain evidence of observable inputs. There have been no transfers to Level 3 in 2012.

The table below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the six months ended June 30, 2011:

(dollars in thousands)	Fair Value Measurements using Significant Unobservable Inputs (Level 3)	
	Pooled Trust Preferred Securities Available- for-Sale	
Beginning balance, January 1, 2011	\$ 8,400	
Accretion/(amortization) of discount or premium		(35)
Payments received		(13)
Credit loss write-downs		
Increase/(decrease) in fair value of securities		1,386
Ending balance, June 30, 2011	\$ 9,738	

Included in the income statement is \$35 thousand of expense included in interest income from the amortization of premiums on securities. The increase in fair value is reflected in the balance sheet as an increase in the fair value of investment securities available-for sale, an increase in accumulated other comprehensive income, which is included in shareholders' equity, and a decrease in other assets related to the tax impact.

Table of Contents

The table below provides quantitative information about significant unobservable inputs used in fair value measurements within Level 3 of the fair value hierarchy:

(dollars in thousands)	Fair Value at June 30, 2012	Quantitative Information about Level 3 Fair Value Valuation Techniques	Measurements	
			Unobservable Input	Range (Weighted Average)
Pooled trust preferred securities	\$ 8,460	Discounted cash flow	Constant prepayment rate (a)	0.00%
			Additional asset defaults (b)	1% 32% (8%)
			Expected asset recoveries (c)	3% 21% (14%)
State and political subdivision securities	989	Discounted cash flow	No unobservable inputs	NA
			Illiquid local municipality issuance	
			Old National owns 100%	
			Carried at par	

- (a) Assuming no prepayments.
 (b) Each currently performing pool asset is assigned a default probability based on the banking environment, which is adjusted for specific issuer evaluation, of 0%, 50% or 100%.
 (c) Each currently defaulted pool asset is assigned a recovery probability based on specific issuer evaluation of 0%, 25% or 100%.

The significant unobservable inputs used in the fair value measurement for pooled trust preferred securities are prepayment rates, assumed additional pool asset defaults and expected return to performing status of defaulted pool assets. Significant changes in any of the inputs in isolation would result in a significant change to the fair value measurement. Seven of the nine pooled trust preferred securities Old National owns are subordinate note classes that rely on an ongoing cash flow stream to support their values. The senior note classes receive the benefit of prepayments to the detriment of subordinate note classes since the ongoing interest cash flow stream is reduced by the early redemption. Generally, a change in prepayment rates or additional pool asset defaults has an impact that is directionally opposite from a change in the expected recovery of a defaulted pool asset.

Assets measured at fair value on a non-recurring basis are summarized below:

(dollars in thousands)	Carrying Value	Fair Value Measurements at June 30, 2012 Using Significant		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Collateral Dependent Impaired Loans				
Commercial loans	\$ 21,450			\$ 21,450
Commercial real estate loans	20,205			20,205
Foreclosed Assets				
Commercial real estate	31,292			31,292
Residential	1,290			1,290
Repossessed personal property	353			353

Impaired commercial and commercial real estate loans that are deemed collateral dependent are valued based on the fair value of the underlying collateral. These estimates are based on the most recently available appraisals with certain adjustments made based on the type of property, age of appraisal, current status of the property and other related factors to estimate the current value of the collateral. These impaired commercial and commercial real estate loans had a principal amount of \$53.2 million, with a valuation allowance of \$11.5 million at June 30, 2012. Old National recorded \$4.0 million of provision expense associated with these loans for the six months ended June 30, 2012.

Table of Contents

Other real estate owned and other repossessed property is measured at fair value less costs to sell and had a net carrying amount of \$32.9 million, which is made up of the outstanding balance of \$49.0 million net of a valuation allowance of \$16.1 million at June 30, 2012. The estimates of fair value are based on the most recently available appraisals with certain adjustments made based on the type of property, age of appraisal, current status of the property and other related factors to estimate the current value of the collateral. These appraisals are discounted 0% to 45% depending on the type of property and the type of appraisal (market value vs. liquidation value). There were write-downs of other real estate owned of \$11.8 million in the first six months of 2012.

	Fair Value Measurements at December 31, 2011 Using Significant		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)
		Significant Unobservable Inputs (Level 3)	
(dollars in thousands)			
Collateral Dependent Impaired Loans			
Commercial loans	\$ 23,150		\$ 23,150
Commercial real estate loans	14,894		14,894

As of December 31, 2011, impaired commercial and commercial real estate loans had a principal amount of \$49.4 million, with a valuation allowance of \$11.3 million. Old National recorded \$7.5 million of provision expense associated with these loans in 2011.

The table below provides quantitative information about significant unobservable inputs used in fair value measurements within Level 3 of the fair value hierarchy:

	Quantitative Information about Level 3 Fair Value Measurements			
	Fair Value at June 30, 2012	Valuation Techniques	Unobservable Input	Range (Weighted Average)
(dollars in thousands)				
Collateral Dependent Impaired Loans				
Commercial loans	\$ 21,450	Fair value of collateral	Discount for type of property, age of appraisal and current status	0% 50% (25%)
Commercial real estate loans	20,205	Fair value of collateral	Discount for type of property, age of appraisal and current status	10% 40% (25%)
Foreclosed Assets				
Commercial real estate	31,292	Fair value of collateral	Discount for type of property, age of appraisal and current status	10% 40% (25%)
Residential	1,290	Fair value of collateral	Discount for type of property, age of appraisal and current status	10% 45% (25%)
Repossessed personal property	353	Fair value of collateral	Discount for type of property, age of appraisal and current status	0% 25% (15%)

Collateral dependent loans, other real estate owned and other repossessed property are valued based on the most recently available appraisals with certain adjustments made based on the type of property, age of appraisal, current status of the property and other related factors to estimate the current value of the collateral. These appraisals are discounted depending on the type of property and the type of appraisal (market value vs. liquidation value).

Financial instruments recorded using fair value option

Under FASB ASC 825-10, the Company may elect to report most financial instruments and certain other items at fair value on an instrument-by-instrument basis with changes in fair value reported in net income. After the initial adoption, the election is made at the acquisition of an eligible financial asset, financial liability or firm commitment or when certain specified reconsideration events occur. The fair value election may not be revoked once an election is made.

Table of Contents

The Company has elected the fair value option for residential mortgage loans held for sale. For these loans, interest income is recorded in the consolidated statements of income based on the contractual amount of interest income earned on the financial assets (except any that are on nonaccrual status). None of these loans are 90 days or more past due, nor are any on nonaccrual status. Included in the income statement are \$34 thousand and \$65 thousand of interest income for residential loans held for sale for the three and six months ended June 30, 2012, respectively. Included in the income statement are \$51 thousand and \$100 thousand of interest income for residential loans held for sale for the three and six months ended June 30, 2011, respectively.

Residential mortgage loans held for sale

Old National has elected the fair value option for newly originated conforming fixed-rate and adjustable-rate first mortgage loans held for sale. These loans are intended for sale and are hedged with derivative instruments. Old National has elected the fair value option to mitigate accounting mismatches in cases where hedge accounting is complex and to achieve operational simplification. The fair value option was not elected for loans held for investment.

As of June 30, 2012, the difference between the aggregate fair value and the aggregate remaining principal balance for loans for which the fair value option has been elected is as follows. Accrued interest at period end is included in the fair value of the instruments.

(dollars in thousands)	Aggregate Fair Value	Difference	Contractual Principal
Residential loans held for sale	\$ 4,366	\$ 136	\$ 4,230

The following table presents the amount of gains and losses from fair value changes included in income before income taxes for financial assets carried at fair value for the three and six months ended June 30, 2012:

**Changes in Fair Value for the Three Months ended June 30, 2012, for Items
Measured at Fair Value Pursuant to Election of the Fair Value Option**

(dollars in thousands)	Other Gains and (Losses)	Interest Income	Interest (Expense)	Total Changes in Fair Values Included in Current Period Earnings
Residential loans held for sale	\$ 83	\$	\$	\$ 83

**Changes in Fair Value for the Six Months ended June 30, 2012, for Items
Measured at Fair Value Pursuant to Election of the Fair Value Option**

(dollars in thousands)	Other Gains and (Losses)	Interest Income	Interest (Expense)	Total Changes in Fair Values Included in Current Period Earnings
Residential loans held for sale	\$ 37	\$	\$	\$ 37

As of June 30, 2011, the difference between the aggregate fair value and the aggregate remaining principal balance for loans for which the fair value option has been elected was as follows. Accrued interest at period end is included in the fair value of the instruments.

(dollars in thousands)	Aggregate Fair Value	Difference	Contractual Principal
Residential loans held for sale	\$ 6,104	\$ 165	\$ 5,939

Table of Contents

The following table presents the amount of gains and losses from fair value changes included in income before income taxes for financial assets carried at fair value for the three and six months ended June 30, 2011:

**Changes in Fair Value for the Three Months ended June 30, 2011, for Items
Measured at Fair Value Pursuant to Election of the Fair Value Option**

	Other Gains and (Losses)	Interest Income	Interest (Expense)	Total Changes in Fair Values Included in Current Period Earnings
(dollars in thousands)				
Residential loans held for sale	\$ 92	\$		