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LAKELAND FINANCIAL CORP

Form 10-K/A

April 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) of the
Securities Exchange Act of 1934

For the fiscal year ended December 31, 2004

Commission file number 0-11487

LAKELAND FINANCIAL CORPORATION

Indiana 35-1559596
(State of incorporation) (I.R.S. Employer Identification No.)

202 East Center Street, P.O. Box 1387, Warsaw, Indiana 46581-1387
(Address of principal executive offices)

Telephone (574) 267-6144

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act:

Common Stock, no par value
(Title of class)

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 twelve months (or for such other period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes X No___

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the last sales price quoted on the Nasdaq Stock Market on June 30, 2004, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$176,379,946.

Number of shares of common stock outstanding at February 23, 2005: 5,910,249

DOCUMENTS INCORPORATED BY REFERENCE

Part III - Portions of the Proxy Statement for the Annual Meeting of Shareholders dated as of March 11, 2005 are incorporated by reference into Part III hereof.

EXPLANATORY NOTE

In reliance upon the Order of the Securities and Exchange Commission issued under Section 36 of the Securities Exchange Act of 1934 (Release No. 50754, November 30, 2004), Lakeland Financial Corporation (the "Company") omitted from Item 9A of its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the "Original Report") both the annual report of its management on internal control over financial reporting, as required by Item 308(a) of Regulation S-K, as well as the related attestation report of a registered public accounting firm, as required by Item 308(b) of Regulation S-K. The Company is filing this Amendment No. 1 to Annual Report on Form 10-K (the "Amendment") to provide the information that was omitted from Item 9A of the Original Report. No other information is being amended by the Amendment and the Company has not updated disclosures in this Amendment to reflect any event subsequent to the Company's filing of the Original Report.

ITEM 9a. CONTROLS AND PROCEDURES

a) An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of December 31, 2004. Based on that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

b) MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2004. In making this assessment,

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management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2004.

The Company's independent registered public accounting firm has issued their report on management's assessment of the Company's internal control over financial reporting. That report follows under the heading, Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting.

c) There have been no changes in the Company's internal controls during the previous fiscal quarter, ended December 31, 2004 that have materially affected , or is reasonably likely to materially affect the Company's internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Stockholders and Board of Directors
Lakeland Financial Corporation
Warsaw, Indiana

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Lakeland Financial Corporation (the "Company") maintained effective internal control over financial reporting as of December 31, 2004, based on Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Lakeland Financial Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a

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material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that Lakeland Financial Corporation maintained effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also in our opinion, Lakeland Financial Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2004, based on Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Lakeland Financial Corporation as of December 31, 2004 and 2003, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004 and our report dated February 10, 2005 expressed an unqualified opinion on those consolidated financial statements.

Crowe Chizek and Company LLC

South Bend, Indiana
March 24, 2005

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The documents listed below are filed as a part of this report:

(a) Exhibits

| Exhibit No. | Document | Incorp |
|-------------|--|----------------------------|
| 3.1 | Amended and Restated Articles of Incorporation of Lakeland Financial Corporation | Exhibi Form S Commis |
| 3.2 | Bylaws of Lakeland Financial Corporation | Exhibi Form 1 ended |
| 4.1 | Form of Common Stock Certificate | Exhibi Form 1 Decemb |

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|-------|---|----------------------------|
| 10.1 | Lakeland Financial Corporation 1997 Share Incentive Plan | Exhibi Form S Commis |
| 10.3 | Form of Indenture for Trust Preferred Issuance | Exhibi Form 1 Decemb |
| 10.4 | Lakeland Financial Corporation 401(k) Plan | Exhibi filed 23, 20 |
| 10.5 | Amended and Restated Lakeland Financial Corporation Director's Fee Deferral Plan | Exhibi for th 2002 |
| 10.6 | Form of Change of Control Agreement entered into with David M. Findlay and Kevin L. Deardorff | Exhibi for th 2001 |
| 10.7 | Form of Change in Control Agreement entered into with Michael L. Kubacki, Charles D. Smith and Robert L. Condon | Exhibi for th 2000 |
| 10.8 | Employee Deferred Compensation Plan and Form of Agreement | Exhibi for th Decemb |
| 10.9 | Schedule of Board Fees | Exhibi for th Decemb |
| 10.10 | Form of Option Grant Agreement | Exhibi 10-K f Decemb |
| 10.11 | Executive Incentive Bonus Plan | Exhibi 10-K f Decemb |
| 21.0 | Subsidiaries | Exhibi 10-K f Decemb |
| 23.1 | Consent of Independent Registered Public Accounting Firm | Attach |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-15(e)/15d-15(e) and 13a-15(f)/15d-15(f) | Attach |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-15(e)/15d-15(e) and 13a-15(f)/15d-15(f) | Attach |
| 32.1 | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Attach |

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32.2

Certification of Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350, as
adopted Pursuant to Section 906 of the
Sarbanes-Oxley Act of 2002

Attach

SIGNATURES

Pursuant to the requirements of Section 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LAKELAND FINANCIAL CORPORATION

Date: April 12, 2005

By /s/ Michael L. Kubacki
Michael L. Kubacki, Chairman

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Name | Title | Date |
|--|---|----------------|
| /s/ Michael L. Kubacki Michael L. Kubacki | Principal Executive Officer and Director | April 12, 2005 |
| /s/ David M. Findlay David M. Findlay | Principal Financial Officer | April 12, 2005 |
| /s/ Teresa A. Bartman Teresa A. Bartman | Principal Accounting Officer | April 12, 2005 |
| /s/ Robert E. Bartels, Jr Robert E. Bartels, Jr | Director | April 12, 2005 |
| /s/ L. Craig Fulmer L. Craig Fulmer | Director | April 12, 2005 |
| /s/ Allan J. Ludwig Allan J. Ludwig | Director | April 12, 2005 |
| /s/ Charles E. Niemier Charles E. Niemier | Director | April 12, 2005 |
| /s/ Emily E. Pichon Emily E. Pichon | Director | April 12, 2005 |

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/s/ Richard L. Pletcher
Richard L. Pletcher Director April 12, 2005

S1

/s/ Steven D. Ross
Steven D. Ross Director April 12, 2005

/s/ Donald B. Steininger
Donald B. Steininger Director April 12, 2005

/s/ Terry L. Tucker
Terry L. Tucker Director April 12, 2005

M. Scott Welch Director April 12, 2005

S2