

Edgar Filing: ALLEGIANT BANCORP INC/MO/ - Form 10-K405

ALLEGIANT BANCORP INC/MO/
Form 10-K405
March 19, 2002

=====

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

FORM 10-K

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

FOR THE YEAR ENDED DECEMBER 31, 2001 COMMISSION FILE NO. 0-26350

ALLEGIANT BANCORP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MISSOURI 43-1262037
(State of Incorporation) (IRS Employer
Identification Number)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: 314-692-8200

Securities registered pursuant to Section 12(b) of the Act:
Trust Preferred Securities,
\$10 liquidation value, issued by Allegiant Capital Trust I
Name of exchange on which registered: American Stock Exchange

Securities registered pursuant to Section 12(b) of the Act:
Trust Preferred Securities,
\$25 liquidation value, issued by Allegiant Capital Trust II; and
Common Stock, \$0.01 par value

Indicate by check mark whether the registrant (1) has filed all
reports required to be filed by Section 13 or 15(d) of the
Securities Exchange Act of 1934 during the preceding 12 months, and (2)
has been subject to such filing requirements for the past 90 days.
Yes No

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

Aggregate market value of the voting stock held by non-affiliates of the
registrant as of March 8, 2001:
Common Stock, \$0.01 par value, \$249,569,417

Number of shares outstanding of each of the registrant's classes of common
stock, as of March 8, 2001:
Common Stock, \$0.01 par value, 15,501,206 shares outstanding

DOCUMENTS INCORPORATED BY REFERENCE

As provided herein, portions of the documents below are

Edgar Filing: ALLEGIANT BANCORP INC/MO/ - Form 10-K405

incorporated by reference:

| DOCUMENT ----- | PART--FORM 10-K ----- |
|---|--------------------------|
| 2001 Annual Report of the Registrant to its Shareholders | Parts I, II and IV |
| Registrant's Proxy Statement for its 2002 Annual Meeting of Shareholders | Part III |

=====

The terms "Allegiant," "company," "we," "our" and "corporation" as used in this report refer to Allegiant Bancorp, Inc. and its subsidiaries as a consolidated entity, except where it is made clear that it means only Allegiant. Also, sometimes we refer to our bank subsidiaries as the "banks."

PART I

ITEM 1. BUSINESS

GENERAL

We are a bank holding company headquartered in St. Louis, Missouri. Our bank subsidiaries, Allegiant Bank, Bank of Ste. Genevieve, Bank of St. Charles County and State Bank of Jefferson County offer full-service banking, wealth management and personal trust services to individuals, commercial businesses and municipalities through our 39 full-service banking locations in the St. Louis, Missouri metropolitan area. Our services include commercial, real estate and installment loans, checking, savings and time deposit accounts, personal trust and other fiduciary services and other financial services such as securities brokerage, insurance and safe deposit boxes. As of December 31, 2001, we reported, on a consolidated basis, total assets of \$2.2 billion, loans of \$1.4 billion, deposits of \$1.7 billion and shareholders' equity of \$138.1 million.

Since our inception in 1989, we have been committed to building a strong, customer-friendly community bank. As a community bank, we are able to respond quickly to our customers through local decision-making and to tailor products and services to meet their needs. We believe this customer-friendly approach provides us with a competitive advantage over many of the larger financial institutions in the St. Louis metropolitan area. In addition, we believe that we have benefited from recent acquisitions of locally headquartered financial institutions by larger regional or national out-of-town financial institutions. Recent acquisitions of financial institutions in our market area include: Bank America Corporation's acquisition of Boatmen's Bancshares, Inc.; Union Planters Corporation's acquisition of Magna Group, Inc.; and Firststar Corporation's (now known as U.S. Bancorp) acquisition of Mercantile Bancorporation Inc.

We are the largest publicly owned bank holding company exclusively serving St. Louis, which is the 18th largest metropolitan area in the United States with a population of approximately 2.6 million. We are also the largest bank holding company in the St. Louis area. We have grown rapidly through a combination of internal growth and acquisitions of other financial institutions. We believe that market coverage is necessary, and our goal is to have a banking facility within a 20-minute drive from all principal

Edgar Filing: ALLEGIANT BANCORP INC/MO/ - Form 10-K405

sectors of the St. Louis metropolitan area.

In 1989, we acquired Allegiant State Bank located in Northeastern Missouri. We acquired Allegiant Bank in St. Louis, Missouri in 1990. In January 1995, Allegiant State Bank was merged into Allegiant Bank. We acquired Reliance Savings and Loan Association of St. Louis County in August 1997 and later merged it into Allegiant Bank. In September 1997, Allegiant Bank acquired two branches in Union and Warrenton, Missouri from Roosevelt Bank.

In November 2000, we acquired Equality Bancorp, Inc. Equality Bancorp was the parent of Equality Savings Bank which was founded in 1884 and was the oldest thrift in the State of Missouri. At the time of closing, Equality Bancorp had consolidated assets of approximately \$300.4 million. In connection with our acquisition of Equality Bancorp, we issued approximately 2.7 million shares of our common stock. Based upon the net book value of the Equality Bancorp assets at closing, no goodwill was recorded.

On September 28, 2001, we acquired Southside Bancshares Corp. Before the acquisition, Southside was a bank holding company with four subsidiary banks in and around St. Louis, Missouri, which at closing reported consolidated total assets of approximately \$804.9 million. Under the terms of the agreement, one-half of the Southside shares were converted into the right to receive cash in the amount of \$14 per share and the other half into the right to receive 1.39 shares of Allegiant stock per share. Under the terms of the agreement, we exchanged a total of approximately 5.9 million shares of Allegiant common stock plus \$59 million in cash for all of the outstanding common stock of Southside. The issuance of Allegiant shares and cash to the former Southside shareholders was completed on November 2, 2001. We financed the cash portion of the purchase price through the issuance of trust preferred securities and bank borrowings. We accounted for the acquisition under the purchase method and recorded goodwill and a core deposit intangible of \$33.6 million and \$11.0 million, respectively. The core deposit intangible is being amortized over an estimated useful life of 10 years and none of this amortization is expected to be deductible for tax purposes. As a result of the Southside acquisition, the number of Allegiant outstanding shares increased to approximately 15.2 million at December 31, 2001.

2

On December 12, 2001, we acquired five St. Louis County branches from Guardian Savings Bank ("Guardian") which is headquartered in Houston, Texas. In addition to the branch facilities, we assumed \$109.3 million in related deposit liabilities. As a result of the Guardian branch acquisition, we recorded \$2.2 million of goodwill. In accordance with current accounting standards, we will amortize this premium paid for thrift branches over an estimated useful life of ten years. This amortization is expected to be deductible for tax purposes. We believe the acquisition of Southside and the Guardian branches helped us to create a strategically, operationally and financially strong company that is positioned for further growth and will be able to compete effectively and offer personalized banking products and services in the St. Louis community.

Since the beginning of 1998, we have focused primarily on improving the profitability of our banking operations. As a result, we have reduced the amount of one- to four-family mortgages that we hold in our loan portfolio and increased the amount of higher yielding commercial loans. We

Edgar Filing: ALLEGIANT BANCORP INC/MO/ - Form 10-K405

also have hired over 20 banking professionals each with more than 10 years experience in the St. Louis metropolitan area to help us grow our commercial loans and deposits. We have refined our market focus to concentrate exclusively on opportunities in the higher growth St. Louis metropolitan area and, accordingly, we sold three retail banking offices outside the St. Louis metropolitan area in December 1998. We also have implemented company-wide, cost-control efforts to enhance efficiencies throughout our entire operation.

Our management team is comprised of experienced individuals who average more than 15 years in the banking or financial services industries. As of March 8, 2002, our directors and executive officers owned approximately 24% of our outstanding common stock.

FINANCIAL SUMMARY OF THE COMPANY

A consolidated financial summary of our company and subsidiaries, included on page 9 in our 2001 Annual Report to Shareholders, is incorporated herein by reference.

SUBSIDIARIES

The table setting forth the names and states of incorporation or organization, as the case may be, of our subsidiaries is included as Exhibit 21 hereto.

OPERATIONS

Our bank subsidiaries offer complete banking and trust services to individuals, businesses and municipalities in the St. Louis metropolitan area. Services include commercial, real estate and installment loans, checking, savings and time deposit accounts, trust and other fiduciary services, private banking and various other customer services such as brokerage, insurance and safe deposit boxes.

COMPETITION

We operate in a competitive environment. In the St. Louis metropolitan area, other commercial banks, savings and loan associations, credit unions, finance companies, mutual funds, insurance companies, brokerage and investment banking firms and other financial intermediaries offer similar services. Many of these competitors have substantially greater resources and lending limits and may offer certain services we do not currently provide. In addition, some of our non-bank competitors are not subject to the same extensive regulations that govern us, Allegiant Bank and our other subsidiaries. Our profitability depends upon the ability of our subsidiary banks to compete in our market area.

SUPERVISION AND REGULATION

Financial institutions and their holding companies are extensively regulated under federal and state law. As a result, our growth and earnings performance can be affected not only by management decisions and general economic conditions, but also by the requirements of applicable state and federal statutes and regulations and the policies of various government regulatory authorities, including the Missouri Division of Finance, the Federal Reserve Board, the Federal Deposit Insurance Corporation, the

Edgar Filing: ALLEGIANT BANCORP INC/MO/ - Form 10-K405

Internal Revenue Service, state taxing authorities and the Securities and Exchange Commission. We cannot predict with a high degree of certainty the effect of applicable statutes, regulations and regulatory policies on us, but believe that it could be significant.

Federal and state laws and regulations generally applicable to financial institutions regulate, among other things, the scope of business, investments, reserves against deposits, capital levels relative to operations, the nature and amount of collateral for loans, the establishment of branches, mergers, consolidations and dividends. The system of supervision and regulation applicable to us establishes a comprehensive framework for our operations and is intended primarily for the protection of the FDIC's deposit insurance funds and the depositors of our subsidiary banks rather than our shareholders.

This summary of the material elements of this regulatory framework does not describe all applicable statutes, regulations and regulatory policies, nor does it restate all of the requirements of the statutes, regulations and regulatory policies that are described. You should review the applicable statutes, regulations and regulatory policies. Any changes in applicable law, regulations or regulatory policies may have a material effect on our business.

Legislation recently enacted by Congress allows bank holding companies to engage in a wider range of non-banking activities, including additional securities and insurance activities. The expanded powers generally would be available to a bank holding company only if the bank holding company and its bank subsidiaries remain well-capitalized and well-managed. At this time, we are unable to predict the full impact that this legislation may have on us.

EMPLOYEES

As of December 31, 2001, we had approximately 560 full-time equivalent employees. None of our employees are subject to a collective bargaining agreement. We consider our relationship with our employees and those of our subsidiary banks to be good.

4

STATISTICAL DISCLOSURES

The following statistical disclosures, except as noted, are included in our 2001 Annual Report to Shareholders, and are incorporated herein by reference.

| SCHEDULE | ANNUAL REPORT REFERENCE |
|--|-------------------------|
| ----- | ----- |
| I. DISTRIBUTION OF ASSETS, LIABILITIES AND SHAREHOLDERS' EQUITY: INTEREST RATES AND INTEREST DIFFERENTIAL | |
| A. Average Balance Sheets | p. 13 |

Edgar Filing: ALLEGIANT BANCORP INC/MO/ - Form 10-K405

| | | |
|------|--|-------|
| B. | Analysis of Net Interest Earnings | p. 12 |
| C. | Taxable-Equivalent Rate-Volume Analysis | p. 14 |
| II. | INVESTMENT PORTFOLIO | |
| A. | Book Value by Type of Security | p. 16 |
| B. | Maturity Distribution | p. 16 |
| III. | LOAN PORTFOLIO | |
| A. | Types of Loans | p. 17 |
| B. | Maturities and Sensitivities of Loans | p. 18 |
| C. | Risk Elements | |
| | 1. Non-Accrual, Past Due and Restructured Loans | p. 19 |
| | 2. Potential Problem Loans | p. 19 |
| | 3. Foreign Outstandings | n/a |
| IV. | SUMMARY OF LOAN LOSS EXPERIENCE | |
| A. | Allowance for Loan Losses | p. 20 |
| B. | Allocation of the Allowance for Loan Losses | p. 20 |
| V. | DEPOSITS* | |
| A. | Average Balances and Rates Paid by Deposit Category | p. 13 |
| B. | Maturity Distribution of Certain CDs and Time Deposits | p. 22 |
| VI. | RETURN ON EQUITY AND ASSETS | p. 11 |
| VII. | SHORT-TERM BORROWINGS | p. 26 |