

HORIZON BANCORP /IN/
Form 10-Q
August 11, 2005

Table of Contents

HORIZON BANCORP
FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
450 5th Street N.W.
Washington, D.C. 20549
QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2005
Commission file number 0-10792
HORIZON BANCORP
(Exact name of registrant as specified in its charter)

Indiana

35-1562417

(State or other jurisdiction of incorporation or organization)

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

515 Franklin Square, Michigan City, Indiana

46360

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(219) 879-0211**

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 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

3,111,512 at August 5, 2005

TABLE OF CONTENTS

PART 1 FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ITEM 4. CONTROLS AND PROCEDURES

Part II Other Information

ITEM 1. LEGAL PROCEEDINGS

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

ITEM 5. OTHER INFORMATION

ITEM 6. EXHIBITS

SIGNATURES

INDEX TO EXHIBITS

EX-31.1 302 Certification for CEO

EX-31.2 302 Certification for CFO

EX-32.1 906 Certification for CEO and CFO

Table of Contents**PART 1 FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS**

Horizon Bancorp and Subsidiaries
Condensed Consolidated Balance Sheets
(Dollar Amounts in Thousands)

| | June 30, 2005 (Unaudited) | December 31, 2004 |
|--|--|------------------------------------|
| Assets | | |
| Cash and due from banks | \$ 36,612 | \$ 18,253 |
| Interest-bearing demand deposits | 232 | 1 |
| Cash and cash equivalents | 36,844 | 18,254 |
| Interest-bearing deposits | 1,960 | 985 |
| Investment securities, available for sale | 301,185 | 281,282 |
| Loans held for sale | 4,317 | 3,836 |
| Loans, net of allowance for loan losses of \$8,202 and \$7,193 | 684,612 | 556,849 |
| Premises and equipment | 22,243 | 17,561 |
| Federal Reserve and Federal Home Loan Bank stock | 12,499 | 11,279 |
| Goodwill | 5,787 | 158 |
| Other intangibles | 2,969 | 58 |
| Interest receivable | 5,383 | 4,688 |
| Other assets | 20,832 | 18,881 |
| Total assets | \$1,098,631 | \$913,831 |
| Liabilities | | |
| Deposits | | |
| Noninterest bearing | \$ 75,242 | \$ 58,015 |
| Interest bearing | 729,586 | 554,202 |
| Total deposits | 804,828 | 612,217 |
| Short-term borrowings | 72,712 | 82,281 |
| Long-term borrowings | 132,680 | 139,705 |
| Subordinated debentures | 27,837 | 22,682 |
| Interest payable | 1,547 | 1,024 |
| Other liabilities | 6,196 | 5,490 |
| Total liabilities | 1,045,800 | 863,399 |
| Stockholders Equity | | |
| Preferred stock, no par value Authorized, 1,000,000 shares No shares issued | | |
| Common stock, \$.2222 stated value Authorized, 22,500,000 shares Issued, 4,852,751 and 4,778,608 shares | 1,078 | 1,062 |
| Additional paid-in capital | 23,810 | 22,729 |
| Retained earnings | 45,267 | 43,092 |

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| | | |
|--|--------------------|-----------|
| Restricted stock, unearned compensation | (866) | (972) |
| Accumulated other comprehensive income | 180 | 894 |
| Less treasury stock, at cost, 1,741,239 and 1,732,486 shares | (16,638) | (16,373) |
| Total stockholders' equity | 52,831 | 50,432 |
| Total liabilities and stockholders' equity | \$1,098,631 | \$913,831 |

See notes to condensed consolidated financial statements

Table of Contents

Horizon Bancorp and Subsidiaries
Condensed Consolidated Statements of Income
(Dollar Amounts in Thousands, Except Per Share Data)

| | Three Months Ended June | | Six Months Ended June 30 | |
|---|-------------------------|---------------------------|--------------------------|---------------------|
| | 2005 (Unaudited) | 30 2004 (Unaudited) | 2005 (Unaudited) | 2004 (Unaudited) |
| Interest Income | | | | |
| Loans receivable | \$10,171 | \$ 8,505 | \$19,054 | \$15,927 |
| Investment securities | | | | |
| Taxable | 2,485 | 1,709 | 4,826 | 3,545 |
| Tax exempt | 579 | 560 | 1,150 | 1,133 |
| Total interest income | 13,235 | 10,774 | 25,030 | 20,605 |
| Interest Expense | | | | |
| Deposits | 3,656 | 2,602 | 6,613 | 5,209 |
| Federal funds purchased and short-term borrowings | 654 | 106 | 827 | 180 |
| Long-term borrowings | 1,309 | 1,416 | 2,897 | 2,819 |
| Subordinated debentures | 357 | 139 | 661 | 297 |
| Total interest expense | 5,976 | 4,263 | 10,998 | 8,505 |
| Net Interest Income | 7,259 | 6,511 | 14,032 | 12,100 |
| Provision for loan losses | 381 | 228 | 711 | 474 |
| Net Interest Income after Provision for Loan Losses | 6,878 | 6,283 | 13,321 | 11,626 |
| Other Income | | | | |
| Service charges on deposit accounts | 583 | 745 | 1,121 | 1,501 |
| Wire transfer fees | 117 | 152 | 206 | 296 |
| Fiduciary activities | 692 | 697 | 1,319 | 1,335 |
| Commission income from insurance agency | -0- | 86 | 46 | 273 |
| Gain on sale of loans | 478 | 395 | 867 | 943 |
| Increase in cash surrender value of Bank owned life insurance | 122 | 125 | 236 | 247 |
| Gain on sale of available-for-sale securities, net | 4 | -0- | 4 | -0- |
| Other income | 475 | 270 | 952 | 570 |
| Total other income | 2,471 | 2,470 | 4,751 | 5,165 |
| Other Expenses | | | | |
| Salaries and employee benefits | 4,100 | 3,557 | 8,250 | 6,935 |

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| | | | | |
|--|-----------------|----------|-----------------|----------|
| Net occupancy expenses | 486 | 441 | 1,007 | 921 |
| Data processing and equipment expenses | 525 | 491 | 1,032 | 989 |
| Other expenses | 1,862 | 1,814 | 3,662 | 3,513 |
| Total other expenses | 6,973 | 6,303 | 13,951 | 12,358 |
| Income Before Income Tax | 2,376 | 2,450 | 4,121 | 4,433 |
| Income tax expense | 696 | 647 | 1,138 | 1,113 |
| Net Income | \$ 1,680 | \$ 1,803 | \$ 2,983 | \$ 3,320 |
| Basic Earnings Per Share | \$.55 | \$.60 | \$.98 | \$ 1.11 |
| Diluted Earnings Per Share | \$.53 | \$.58 | \$.95 | \$ 1.06 |

See notes to condensed consolidated financial statements.

Table of Contents

Horizon Bancorp and Subsidiaries
Consolidated Statement of Stockholders Equity
(Unaudited)

(Table Dollar Amounts in Thousands)

| | Common Stock | Additional Paid- in Capital | Comprehensive Income | Retained Earnings | Restricted Unearned Compensation | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Total |
|--|-----------------|-----------------------------------|-------------------------|----------------------|--|---|-------------------|----------|
| Balances, December 31, 2004 | \$1,062 | \$ 22,729 | | \$43,092 | \$ (972) | \$ 894 | \$(16,373) | \$50,432 |
| Net income | | | \$ 2,983 | 2,983 | | | | 2,983 |
| Other comprehensive loss, net of tax, unrealized losses on securities | | | (714) | | | (714) | | (714) |
| Comprehensive income | | | \$ 2,269 | | | | | |
| Exercise of stock options | 16 | 759 | | | | | | 775 |
| Tax benefit related to stock options | | 322 | | | | | | 322 |
| Purchase treasury stock | | | | | | | (265) | (265) |
| Amortization of unearned compensation | | | | | 106 | | | 106 |
| Cash dividends (\$.26 per share) | | | | (808) | | | | (808) |
| Balances, June 30, 2005 | \$1,078 | \$ 23,810 | | \$45,267 | \$ (866) | \$ 180 | \$(16,638) | \$52,831 |

See notes to condensed consolidated financial statements.

Table of Contents

Horizon Bancorp and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Dollar Amounts in Thousands)

| | Six Months Ended June 30 | |
|---|---------------------------------|--------------------|
| | 2005 | 2004 |
| | (Unaudited) | (Unaudited) |
| Operating Activities | | |
| Net income | \$ 2,983 | \$ 3,320 |
| Items not requiring (providing) cash | | |
| Provision for loan losses | 711 | 474 |
| Depreciation and amortization | 979 | 728 |
| Federal Home Loan Bank stock dividend | (251) | (236) |
| Mortgage servicing rights recovery | (141) | (53) |
| Deferred income tax | 892 | 726 |
| Investment securities amortization, net | 199 | 260 |
| Gain on sale of loans | (867) | (943) |
| Proceeds from sales of loans | 45,273 | 55,265 |
| Loans originated for sale | (44,887) | (48,019) |
| Gain on sale of other real estate owned | (19) | (2) |
| Loss on sale of fixed assets | 11 | 3 |
| Increase in cash surrender value of life insurance | (236) | (247) |
| Net change in: | | |
| Interest receivable | (166) | 73 |
| Interest payable | 381 | (1) |
| Other assets | (1,152) | 351 |
| Other liabilities | (719) | (902) |
| Net cash provided by operating activities | 2,991 | 10,797 |
| Investing Activities | | |
| Net change in interest-bearing deposits | 3,727 | 7,135 |
| Purchases of securities available for sale | (32,500) | (69,638) |
| Proceeds from sales, maturities, calls, and principal repayments of securities available for sale | 34,567 | 60,519 |
| Net change in loans | (42,245) | (70,320) |
| Proceeds from sale of fixed assets | 27 | 42 |
| Recoveries on loans previously charged-off | 218 | 168 |
| Proceeds from sale of other real estate owned | 256 | 17 |
| Purchases of premises and equipment | (570) | (1,045) |
| Purchase of bank owned life insurance | -0- | (12,000) |
| Acquisition, net of cash | (2,901) | -0- |
| Net cash used in investing activities | (39,421) | (85,122) |
| Financing Activities | | |

| | | |
|---|------------------|------------------|
| Net change in Deposits | 75,475 | 46,771 |
| Short-term borrowings | (11,454) | 16,667 |
| Proceeds from long-term borrowings | 47,000 | 48,300 |
| Repayment of long-term borrowings | (56,025) | (61,068) |
| Proceeds from issuance of stock | 1,097 | 597 |
| Purchase of treasury stock | (265) | (848) |
| Dividends paid | (808) | (715) |
| Net cash provided by financing activities | 55,020 | 49,704 |
| Net Change in Cash and Cash Equivalents | 18,590 | (24,621) |
| Cash and Cash Equivalents, Beginning of Period | 18,254 | 45,464 |
| Cash and Cash Equivalents, End of Period | \$ 36,844 | \$ 20,843 |
| Additional Cash Flows Information | | |
| Interest paid | \$ 10,475 | \$ 8,506 |
| Income tax paid | 300 | 150 |
| See notes to condensed consolidated financial statements. | | |

Table of Contents

Horizon Bancorp and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Table Dollar Amounts in Thousands, Except Share and Per Share Data)

Accounting Policies

The accompanying consolidated financial statements include the accounts of Horizon Bancorp (Horizon) and its wholly-owned subsidiaries, Horizon Bank, N.A. (Bank) and HBC Insurance Group, Inc. (Insurance Company). The Insurance Company was liquidated in 2004. All intercompany balances and transactions have been eliminated. The results of operations for the periods ended June 30, 2005 and June 30, 2004 are not necessarily indicative of the operating results for the full year of 2005 and 2004. The accompanying unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of Horizon's management, necessary to fairly present the financial position, results of operations and cash flows of Horizon for the periods presented. Those adjustments consist only of normal recurring adjustments.

Certain information and note disclosures normally included in Horizon's annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Horizon's Form 10-K annual report for 2004 filed with the Securities and Exchange Commission. The consolidated balance sheet of Horizon as of December 31, 2004 has been derived from the audited balance sheet of Horizon as of that date.

Basic earnings per share is computed by dividing net income by the weighted-average number of shares outstanding. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The weighted average number of shares used in the computation of earnings per share is as follows:

| Three Months Ended June 30 | 2005 | 2004 |
|-----------------------------------|-------------|-------------|
| Basic | 3,066,512 | 2,983,976 |
| Diluted | 3,157,731 | 3,123,636 |
| | | |
| Six Months Ended June 30 | 2005 | 2004 |
| Basic | 3,041,698 | 2,987,483 |
| Diluted | 3,149,164 | 3,119,636 |

In August 2002, substantially all of the participants in Horizon's Stock Option and Stock Appreciation Rights Plans voluntarily entered into an agreement with Horizon to cap the value of their stock appreciation rights (SARS) at \$14.67 per share and cease any future vesting of the SARS. These agreements with option holders make it more advantageous to exercise an option rather than a SAR whenever Horizon's stock price exceeds \$14.67 per share, therefore the option becomes potentially dilutive at \$14.67 per share or higher.

Horizon accounts for stock-based compensation plans under the recognition and measurement principles of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the grant date. The following table illustrates the effect on net income and earnings per share if Horizon had applied the fair value provisions of FASB Statement No. 123, *Accounting for Stock-Based Compensation*, to stock-based employee compensation.

Table of Contents

Horizon Bancorp and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Table Dollar Amounts in Thousands, Except per Share Data)

Note 1 Accounting Policies (continued)

| Three Months Ended June 30 | 2005 | 2004 |
|--|-----------------|-----------------|
| Net income, as reported | \$1,680 | \$1,803 |
| Less: Total stock-based employee compensation cost determined under the fair value based method, net of income taxes | (10) | (34) |
| Pro forma net income | \$1,670 | \$1,769 |
| Earnings per share | | |
| Basic as reported | \$.55 | \$.60 |
| Basic pro forma | .54 | .59 |
| Diluted as reported | .53 | .58 |
| Diluted pro forma | .53 | .57 |
| Six Months Ended June 30 | 2005 | 2004 |
| Net income, as reported | \$2,983 | \$3,320 |
| Less: Total stock-based employee compensation cost determined under the fair value based method, net of income taxes | (20) | (90) |
| Pro forma net income | \$2,963 | \$3,230 |
| Earnings per share | | |
| Basic as reported | \$.98 | \$ 1.11 |
| Basic pro forma | .97 | 1.08 |
| Diluted as reported | .95 | 1.06 |
| Diluted pro forma | .94 | 1.04 |

Note 2 Investment Securities

| June 30 | 2005 | | | Fair Value |
|--|-----------------------|-------------------------------|--------------------------------|-------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | |
| Available for sale | | | | |
| U. S. Treasury and federal agencies | \$ 79,291 | \$ | \$(1,117) | \$ 78,174 |
| State and municipal | 65,958 | 2,673 | (36) | 68,595 |
| Federal agency collateralized mortgage obligations | 14,301 | | (177) | 14,124 |
| Federal agency mortgage backed pools | 133,479 | 433 | (1,502) | 132,410 |

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| | | | | |
|---|-----------|---------|-----------|-----------|
| Private collateralized mortgage obligations | 7,247 | | (49) | 7,198 |
| Corporate Notes | 632 | 52 | | 684 |
| Total investment securities | \$300,908 | \$3,158 | \$(2,881) | \$301,185 |

7

Table of Contents

Horizon Bancorp and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Table Dollar Amounts in Thousands)

Note 2 Investment Securities (continued)

| December 31 | 2004 | | Fair Value |
|--|-----------------------|-------------------------------|--------------------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses |
| Available for sale | | | |
| U. S. Treasury and federal agencies | \$ 86,348 | \$ 12 | \$ (734) |
| State and Municipal | 54,881 | 2,493 | (47) |
| Federal agency collateralized mortgage obligations | 13,380 | 14 | (56) |
| Federal agency mortgage backed pools | 124,666 | 639 | (997) |
| Corporate notes | 632 | 51 | 683 |
| Total investment securities | \$279,907 | \$3,209 | \$(1,834) |

The amortized cost and fair value of securities available for sale at June 30, 2005, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

| | Available for Sale | |
|--|---------------------------|-------------------|
| | Amortized Cost | Fair Value |
| Within one year | 2,002 | 2,004 |
| One to five years | 80,458 | 79,538 |
| Five to ten years | 20,058 | 20,397 |
| After ten years | 43,363 | 45,514 |
| | 145,881 | 147,453 |
| Federal agency collateralized mortgage obligations | 14,301 | 14,124 |
| Private collateralized mortgage obligations | 7,247 | 7,198 |
| Federal agency mortgage backed pools | 133,479 | 132,410 |
| | \$300,908 | \$301,185 |

Note 3 Loans

| | June 30, 2005 | December 31, 2004 |
|------------------|----------------------|--------------------------|
| Commercial loans | \$262,003 | \$203,966 |

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| | | |
|---------------------------|-----------|-----------|
| Mortgage warehouse loans | 115,120 | 127,992 |
| Real estate loans | 131,959 | 89,139 |
| Installment loans | 183,732 | 142,945 |
| | 692,814 | 564,042 |
| Allowance for loan losses | (8,202) | (7,193) |
| Total loans | \$684,612 | \$556,849 |

Table of Contents

Horizon Bancorp and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Table Dollar Amounts in Thousands)

Note 4 Allowance for Loan Losses

| | June 30, 2005 | June 30, 2004 |
|-----------------------------------|--------------------------|--------------------------|
| Allowance for loan losses | | |
| Balances, beginning of period | \$7,193 | \$6,909 |
| Allowance acquired in acquisition | 557 | |
| Provision for losses, operations | 711 | 474 |
| Recoveries on loans | 218 | 168 |
| Loans charged off | (477) | (575) |
| | | |
| Balances, end of period | \$8,202 | \$6,976 |

Note 5 Nonperforming Assets

| | June 30, 2005 | December 31 2004 |
|----------------------------|--------------------------|---------------------------------|
| Nonperforming loans | \$1,996 | \$ 1,358 |
| Other real estate owned | 336 | 276 |
| | | |
| Total nonperforming assets | \$2,332 | \$ 1,634 |

Note 6 Acquisition

On June 10, 2005, Horizon acquired Alliance Financial Corporation and its wholly-owned bank subsidiary, Alliance Banking Company (collectively referred to as Alliance). Horizon purchased the outstanding shares of Alliance for \$42.50 per share in cash. The total cost of the transaction, including legal, accounting and investment fees was \$13.348 million. The assets and liabilities of Alliance were recorded on the balance sheet at their fair value as of the acquisition date. The results of Alliance's operations have been included in Horizon's consolidated statement of income from the date of acquisition. The acquisition resulted in \$5.629 million of goodwill and \$2.952 million of core deposit intangible being recorded.

Table of Contents

Horizon Bancorp and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Table Dollar Amounts in Thousands)

Note 6 Acquisition (continued)

The following table summarizes the estimated fair values of the net assets acquired as of the June 10, 2005 acquisition date:

| | |
|---|-----------|
| Assets | |
| Cash and cash equivalents | \$ 10,447 |
| Investment securities | 28,922 |
| Loans, net of allowance for loan losses | 86,447 |
| Premises and equipment | 4,983 |
| Goodwill and other intangibles | 8,581 |
| Other assets | 1,711 |
| | |
| Total Assets | 141,091 |
| | |
| Liabilities | |
| Deposits | 117,137 |
| Borrowings | 9,040 |
| Other liabilities | 1,566 |
| | |
| Total Liabilities | 127,743 |
| | |
| Net Assets Acquired | \$ 13,348 |

The following proforma disclosures, including the effect of the purchase accounting adjustments, depict the results of operations as though the merger had taken place January 1, 2005:

| | Three Months Ended June 30, 2005 | Six Months Ended June 30, 2005 |
|---------------------|--|--------------------------------------|
| Net interest income | \$ 8,114 | \$ 16,039 |
| Net income | 670 | 2,051 |
| | | |
| Per share combined: | | |
| Basic net income | .22 | .67 |
| Diluted net income | .21 | .65 |

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Horizon Bancorp and Subsidiaries
Management's Discussion and Analysis of Financial Condition
and Results of Operations
For the Three and Six Months Ended June 30, 2005**

Forward Looking Statements

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to Horizon Bancorp (Horizon or Company), Horizon Bank, N.A. (Bank), and HBC Insurance Group, Inc. Horizon intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995, and is including this statement for the purposes of these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of Horizon, are generally identifiable by use of the words believe, expect, intend, anticipate, estimate, project or similar expressions. Horizon's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on Horizon's future activities and operating results include, but are not limited to, changes in: interest rates, general economic conditions, legislative and regulatory changes, U.S. monetary and fiscal policies, demand for products and services, deposit flows, competition and accounting policies, principles and guidelines. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Introduction

The purpose of this discussion is to focus on Horizon's financial condition, changes in financial condition and the results of operations in order to provide a better understanding of the consolidated financial statements included elsewhere herein. This discussion should be read in conjunction with the consolidated financial statements and the related notes.

Critical Accounting Policies

The notes to the consolidated financial statements included in Item 8 on Form 10-K contain a summary of the Company's significant accounting policies; refer to pages 39-43 of Form 10-K for 2004. Certain of these policies are important to the portrayal of the Company's financial condition, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Management has identified the allowance for loan losses as a critical accounting policy.

An allowance for loan losses is maintained to absorb loan losses inherent in the loan portfolio. The determination of the allowance for loan losses is a critical accounting policy that involves management's ongoing quarterly assessments of the probable estimated losses inherent in the loan portfolio. Horizon's methodology for assessing the appropriateness of the allowance consists of several key elements, which include the formula allowance, specific allowances for identified problem loans, and the unallocated allowance.

Table of Contents

The formula allowance is calculated by applying loss factors to outstanding loans and certain unused commitments. Loss factors are based on historical loss experience and may be adjusted for significant factors that, in management's judgment, affect the collectibility of the portfolio as of the evaluation date. Specific allowances are established in cases where management has identified significant conditions or circumstances related to a credit that management believes indicate the probability that a loss has been incurred in excess of the amount determined by the application of the formula allowance.

The unallocated allowance is based upon management's evaluation of various conditions, the effects of which are not directly measured in the determination of the formula and specific allowances. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with specific credits. The conditions evaluated in connection with the unallocated allowance may include factors such as local, regional, and national economic conditions and forecasts; and adequacy of loan policies and internal controls; the experience of the lending staff; bank regulatory examination results; and changes in the composition of the portfolio.

Horizon considers the allowance for loan losses of \$8.202 million adequate to cover losses inherent in the loan portfolio as of June 30, 2005. However, no assurance can be given that Horizon will not, in any particular period, sustain loan losses that are significant in relation to the amount reserved, or that subsequent evaluations of the loan portfolio, in light of factors then prevailing, including economic conditions and management's ongoing quarterly assessments of the portfolio, will not require increases in the allowance for loan losses.

Acquisition

On June 10, 2005, Horizon acquired Alliance Financial Corporation and its wholly-owned bank subsidiary, Alliance Banking Company (collectively referred to as Alliance). Horizon purchased the outstanding shares of Alliance for \$42.50 per share in cash. The total cost of the transaction, including legal, accounting and investment fees was \$13.348 million. The assets and liabilities of Alliance were recorded on the balance sheet at their fair value as of the acquisition date. The results of Alliance's operations have been included in Horizon's consolidated statement of income from the date of acquisition. The acquisition resulted in \$5.629 million of goodwill and \$2.952 million of core deposit intangible being recorded.

The integration of business operations and data processing, formerly carried on by Alliance, was completed on the weekend of July 16th and 17th 2005. This acquisition is not considered to be a significant acquisition as defined by regulations.

Prior to the acquisition, Horizon operated ten offices throughout Northern Indiana and two offices in St. Joseph, Michigan. Alliance operated three offices in Southwest Michigan in the towns of Harbert, New Buffalo, and Three Oaks and one office in Michigan City, Indiana. The acquisition of Alliance expanded Horizon's geographical presence in its market area.

Alliance offered banking products with similar terms and features as those offered by Horizon.

Financial Condition

Overview

Total assets increased \$185 million from December 31, 2004 to June 30, 2005, with the acquisition of Alliance representing \$132 million of the increase. The most significant changes in assets were increases in cash and cash equivalents, investment securities, and loans. For the funding side of the balance sheet, deposits and subordinated debentures increased while borrowings decreased.

Table of Contents

Cash and Cash Equivalents

During the first six months of 2005, cash and cash equivalents increased \$18.6 million. The increase in cash and cash equivalents is due to significant public funds deposits received at or just prior to June 30, 2005. Cash and cash equivalents returned to typical levels shortly thereafter.

Investment Securities

Investment securities increased \$19.9 million from December 31, 2004 to June 30, 2005. Included in this increase is \$28.9 million of investments acquired through the Alliance transaction. The investments acquired were similar in type and quality to those previously held by Horizon. During the three months ended June 30, 2005, Horizon sold \$7.2 of securities available for sale to provide funds for the Alliance acquisition.

Loans

Gross loans increased \$128.8 million from December 31, 2004 to June 30, 2005. The Alliance acquisition contributed to \$86.4 million of this increase. In addition to the acquisition, Horizon experienced continued loan growth in commercial, real estate, and installment loans totaling \$55.3 million while the mortgage warehouse loan portfolio decreased \$12.9 million.

Commercial loans increased as a result of Horizon penetrating new market areas, primarily Berrien County, Michigan and St. Joseph and Elkhart counties in Indiana. Horizon has experienced an increase in real estate loans as borrowers opt for adjustable rate mortgage loans over fixed rate loans. Horizon retains adjustable rate mortgage loans while substantially all long-term fixed rate mortgages are sold into the secondary market. Installment loans increased primarily due to increases in indirect loans; Horizon has continued to concentrate on indirect loan products. Mortgage warehouse loans fluctuate depending on the activity of the underlying network of originators; this line of business is volatile and is affected by economic conditions.

Allowance for Loan Losses

At June 30, 2005, the total allowance for loan losses was \$8.2 million as compared to \$7.2 million at December 31, 2004. The allowance for loan losses to total loans was 1.18% at June 30, 2005 compared to 1.28% at December 31, 2004. The increase of \$1.0 million for the six months was due in part to the allowance covering certain loan pools acquired in the Alliance transaction totaling \$557 thousand. The remaining increase was due to the provision for loan losses of \$711 thousand exceeding net charge-offs of \$259 thousand.

Horizon analyzes the adequacy of the allowance for loan losses on a bank-wide basis. While historical factors related to Horizon and Alliance are considered in the analysis, the overall methodology used in analyzing the adequacy of the allowance is consistent for loans originated by Horizon and those acquired in the Alliance transaction.

There have been no significant changes in loan delinquencies, nonaccrual, or nonperforming loans since December 31, 2004. Horizon considers the allowance for loan losses to be adequate to cover losses inherent in the loan portfolio at June 30, 2005.

Deposits

Deposits increased \$192.6 million during the first six months of 2005; the Alliance acquisition contributed to \$117.1 million of this increase. The remaining deposit increase is largely attributable to increases in public funds and brokered deposits.

Table of Contents

Subordinated Debentures and Borrowings

Subordinated debentures increased \$5.2 million as Horizon assumed the subordinated debentures previously issued by Alliance. The terms of the Alliance subordinated debentures are similar to those issued by Horizon.

Short-term borrowings consist of overnight funds from the Federal Home Loan Bank and repo lines of credit.

Long-term borrowings are primarily advances from the Federal Home Loan Bank. Short-term and long-term borrowings decreased in total by \$16.6 million primarily due to a shift in funding sources between deposits and borrowings.

Stockholders' Equity

Stockholders' equity totaled \$52.8 million at June 30, 2005 compared to \$50.4 million at December 31, 2004. The increase in stockholders' equity during the six months ended June 30, 2005 was the result of net income and the issuance of new shares for the exercise of stock options, offset by dividends declared, a decrease in the market value of investment securities available for sale, and the purchase of treasury stock.

At June 30, 2005, the ratio of stockholders' equity to assets was 4.81% compared to 5.52% at December 31, 2004. The decrease in the ratio was the result of the Alliance transaction which was acquired using cash rather than issuing stock.

Liquidity and Capital Resources

During the six months ended June 30, 2005, cash and cash equivalents increased by \$18.6 million. The increase was attributed to cash provided by operations of \$3.0 million, uses of cash for investing activities of \$39.4 million, and cash provided by financing activities of \$55.0 million. Mortgage banking activities, consisting of originating and selling loans, is the most significant operating activity that impacts cash. For the six months ended June 30, 2005, Horizon had loan originations of \$44.9 million and proceeds from sale of loans of \$45.3 million.

Proceeds from sales, maturities, calls, and principal repayments of available for sale securities provided cash of \$34.6 million for the six months ended June 30, 2005. The purchase of investment securities totaling \$32.5 million and the net increase in loans totaling \$42.2 million for the same period were the significant uses of cash from an investing perspective. The Alliance acquisition resulted in a net use of cash of \$2.9 million after considering cash of \$10.4 million which was acquired in the transaction.

The net increase in deposits provided Horizon with \$75.5 million for the six months ended June 30, 2005. The activity on short-term and long-term borrowings resulted in a use of cash of \$20.5 million for the same period. As previously discussed, there was a shift in funding sources between deposits and borrowings during the six months ended June 30, 2005.

Sources of liquidity for Horizon include earnings, new deposits, loan repayment, investment security sales and maturities, sale of real estate loans and borrowing relationships with correspondent banks, including the Federal Home Loan Bank (FHLB). At June 30, 2005, the Bank has available \$137 million in unused credit lines with various money center banks and the FHLB.

Table of Contents

Regulatory Capital

During the course of a periodic examination by the Bank's regulators in 2003, the examination personnel raised the issue of whether the Bank's mortgage warehouse loans should be treated as other loans rather than home mortgages for call report purposes. If these loans are treated as other loans for regulatory reporting purposes, it would change the calculations for risk-based capital and reduce the Bank's risk-based capital ratios. Management believes that it has properly characterized the loans in its mortgage warehouse loan portfolio for risk-based capital purposes, but there is no assurance that the regulators will concur with that determination. Should the call report classification of the loans be changed, Horizon and the Bank would still be categorized as well capitalized at June 30, 2005.

Material Changes in Results of Operations – Six Months Ended June 30, 2005 Compared to the Six Months Ended June 30, 2004

Overview

During the six months ended June 30, 2005, net income totaled \$2.983 million or \$0.95 per diluted share compared to \$3.320 million or \$1.06 per diluted share for the same period in 2004.

The results of operations include the operations of Alliance since June 10, 2005, the date of acquisition. Due to the timing of acquisition, Alliance has not had a significant impact on the ongoing results of operations of Horizon through the second quarter of 2005.

Net Interest Income

Net interest income was \$14.032 million for the six months ended June 30, 2005, compared to \$12.100 million for the same period of 2004. The increase in net interest income was directly related to the increase in average earning assets from \$742 million for the six months ended June 30, 2004 to \$879 million for the first six months of 2005.

The average investment portfolio increased \$64 million from the same period of the prior year. Average loans outstanding increased from \$494 million for the six months ended June 30, 2004 to \$574 million for the six months ended June 30, 2005. Increases were experienced in all significant loan categories with the exception of mortgage warehouse loans. Average mortgage warehouse loans decreased from \$142 million for the first six months of 2004 to \$99 million for the first six months of 2005.

The net interest margin declined slightly from 3.33% for the six months ended June 30, 2004 to 3.24% for the six months ended June 30, 2005. During this time, the yield on interest earning assets increased from 5.63% to 5.76%. The yield on the investment portfolio remained stable for the six months ended June 30, 2005 as compared to the same period in 2004 while the yields on Fed Funds sold and loans increased as the Fed increased short term interest rates. The cost of interest bearing liabilities increased during this period from 2.29% for the six months ended June 30, 2004 to 2.52% for the six months ended June 30, 2005.

Provision for Loan Losses

The provision for loan losses totaled \$711 thousand for the six months ended June 30, 2005 compared to \$474 thousand for the same period of the prior year. The provision for loan losses is determined based on the analysis described in the Critical Accounting Policies.

Table of Contents

Noninterest Income

Total noninterest income was \$4.751 million for the six months ended June 30, 2005 compared to \$5.165 million for the same period in 2004. The net decrease of \$400 thousand resulted from decreases in all significant components of noninterest income, primarily service charges on deposit accounts, wire transfer fees, commission income from the insurance agency, and gains on sale of loans. Other income increased during this period due primarily to recovery of impairments on mortgage servicing rights and increases in merchant discount charges and mortgage brokerage fees. Service charges on deposit accounts have consistently decreased throughout the six months ended June 30, 2005 as compared to the same period in the prior year. This decrease is not related to any specific actions on the part of Horizon; rather, there appears to be a fundamental change in consumer spending habits which has affected the fee income. Wire transfer fees are down due to decreases mortgage warehouse loan volume.

The gain on sale of loans decreased due to a decline in overall mortgage lending activity. For the six months ended June 30, 2005, gross proceeds on the sale of mortgage loans were \$45.3 million as compared to \$55.3 million for the same period in the prior year. Horizon sold the retail property and casualty insurance lines of Horizon Insurance Services, Inc. earlier in 2005, thus there is no continued income from the insurance agency.

Noninterest Expense

Total noninterest expense was \$13.951 million for the six months ended June 30, 2005 compared to \$12.358 million for the same period in 2004. The net increase of \$1.627 million was largely due to an increase of \$1.315 million in salaries and employee benefits. This increase related to additional human resource costs to support Horizon's expansion in new and existing markets throughout northern Indiana and southwest Michigan. Since the prior year, Horizon added offices in St. Joseph, Michigan and South Bend, Indiana. Net occupancy costs, data processing and equipment expenses, and other expenses also increased mainly due to the expansion.

Material Changes in Results of Operations Three Months Ended June 30, 2005 Compared to the Three Months Ended June 30, 2004

Overview

During the three months ended June 30, 2005, net income totaled \$1.680 million or \$.53 per diluted share compared to \$1.803 million or \$.58 per diluted share for the same period in 2004.

Net Interest Income

Net interest income was \$7.259 million for the three months ended June 30, 2005, compared to \$6.511 million for the same period 2004. The increase was the result of an increase in average earning assets from \$771 million for the three months ended June 30, 2004 to \$910 million for the three months ended June 30, 2005. This is partly offset by a decline in net interest margin from 3.45% for the three months ended June 30, 2004 compared to 3.22% for the same period of 2005. Similar to the results for the six month period ended June 30, 2005, the cost of liabilities increased by more than the yield on interest earning assets.

Table of Contents

Provision for Loan Losses

The provision for loan losses totaled \$381 thousand for the three months ended June 30, 2005 compared to \$228 thousand for the same period of the prior year. The provision for loan losses is determined based on the analysis described in the Critical Accounting Policies.

Noninterest Income

Total noninterest income was \$2.471 million for the three months ended June 30, 2005, compared to \$2.470 million for the same period in 2004. While the individual components within noninterest income fluctuated, the net totals remained relatively consistent between periods.

The changes for the three-month period are similar to those discussed above for the six month period. The only significant change in the three month results versus the six month results is that gain on sale of loans increased by \$83 thousand for the three months ended June 30, 2005 as compared to the same period in the prior year. The volume of loan sales remained relatively consistent during these periods with \$23.1 million of proceeds from sales of mortgage loans during the three months ended June 30, 2005 as compared to \$25.6 million for the same period in the prior year. The increase in the gain is the result of improved pricing on loan sales as evidenced by the average gain on sale of loans of 2.07% for the three months ended June 30, 2005 as compared to 1.69% for the three months ended June 30, 2004.

Noninterest Expense

Total noninterest expense was \$6.973 million for the three months ended June 30, 2005 compared to \$6.303 million for the same period in 2004. The net increase of \$704 thousand was largely due to an increase of \$543 thousand in salaries and employee benefits. This increase, as well as the other significant changes, occurred for the same reasons as discussed above for the six month period.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Horizon currently does not engage in any derivative or hedging activity. Refer to Horizon's 2004 Form 10-K for analysis of its interest rate sensitivity. Horizon believes there have been no significant changes in its interest rate sensitivity since it was reported in its 2004 Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on an evaluation of disclosure controls and procedures as of June 30, 2005, Horizon's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of Horizon's disclosure controls (as defined in Exchange Act Rule 13a-15(e)). Based on such evaluation, such officers have concluded that, as of the evaluation date, Horizon's disclosure controls and procedures are effective to ensure that the information required to be disclosed by Horizon in the reports it files under the Exchange Act is gathered, analyzed and disclosed with adequate timeliness, accuracy and completeness.

Changes In Internal Controls

Since the evaluation date, there have been no significant changes in Horizon's internal controls or in other factors that could significantly affect such controls.

Table of Contents

**Horizon Bancorp And Subsidiaries
Part II Other Information
For the Six Months Ended June 30, 2004**

ITEM 1. LEGAL PROCEEDINGS

Not Applicable

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not Applicable

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The Company held its Annual Shareholders Meeting on May 5, 2005.

(b) The names of the Directors elected at the Annual Meeting were as follows:

| | Name | Votes For | | Votes Withheld |
|-------------------|------|-----------|--|----------------|
| Craig M. Dwight | | 2,319,976 | | 12,371 |
| James B. Dworkin | | 2,269,240 | | 63,107 |
| Daniel F. Hopp | | 2,274,677 | | 57,670 |
| Robert E. McBride | | 2,309,296 | | 23,051 |

(c) Ratification of BKD, LLP as independent accountants.

| | |
|-----------------|-----------|
| Votes for | 2,293,119 |
| Votes against | 335 |
| Votes abstained | 38,892 |

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibit 31.1 Certification of Craig M. Dwight

Exhibit 31.2 Certification of James H. Foglesong

Exhibit 32 Certification of Chief Executive and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HORIZON BANCORP

8.10.2005

/s/ Craig M. Dwight

Date

BY: Craig M. Dwight
President and Chief Executive Officer

Aug. 10, 2005

/s/ James H. Foglesong

Date

BY: James H. Foglesong
Chief Financial Officer

Table of Contents

INDEX TO EXHIBITS

The following documents are included as Exhibits to this Report.

Exhibit

31.1 Certification of Craig M. Dwight

31.2 Certification of James H. Foglesong

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

21