

REPUBLIC BANCORP INC /KY/  
Form 10-Q  
July 24, 2009

---

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

---

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2009

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-24649

REPUBLIC BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Kentucky 61-0862051  
(State of other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

601 West Market Street, Louisville, Kentucky 40202  
(Address of principal executive offices) (Zip Code)

(502) 584-3600  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name, former address and former fiscal year, if changed since last report)

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Edgar Filing: REPUBLIC BANCORP INC /KY/ - Form 10-Q

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	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="radio"/>

Indicate by check mark whether the registrant is a shell company (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:

The number of shares outstanding of the registrant’s Class A Common Stock and Class B Common Stock, as of July 24, 2009, was 18,466,454 and 2,310,328, respectively.

---

TABLE OF CONTENTS

<b>PART I – FINANCIAL INFORMATION</b>	<b>3</b>
Item 1. Financial Statements.	3
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.	39
Item 3. Quantitative and Qualitative Disclosures about Market Risk.	66
Item 4. Controls and Procedures.	66
<b>PART II – OTHER INFORMATION</b>	<b>66</b>
Item 1. Legal Proceedings.	66
Item 1A. Risk Factors.	66
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.	66
Item 6. Exhibits.	67
<b>SIGNATURES</b>	<b>68</b>

## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements.

## CONSOLIDATED BALANCE SHEETS (in thousands) (unaudited)

	June 30, 2009	December 31, 2008
<b>ASSETS:</b>		
Cash and cash equivalents	\$ 165,042	\$ 616,303
Securities available for sale	451,744	853,909
Securities to be held to maturity (fair value of \$67,278 in 2009 and \$49,224 in 2008)	67,632	50,765
Mortgage loans held for sale	33,287	11,298
Loans, net of allowance for loan losses of \$19,886 and \$14,832 (2009 and 2008)	2,267,292	2,289,025
Federal Home Loan Bank stock, at cost	26,248	25,082
Premises and equipment, net	40,369	42,885
Goodwill	10,168	10,168
Other assets and accrued interest receivable	42,558	39,933
<b>TOTAL ASSETS</b>	<b>\$ 3,104,340</b>	<b>\$ 3,939,368</b>
<b>LIABILITIES:</b>		
<b>Deposits:</b>		
Non-interest-bearing	\$ 338,806	\$ 273,203
Interest-bearing	1,415,982	2,470,166
Total deposits	1,754,788	2,743,369
Securities sold under agreements to repurchase and other short-term borrowings	299,028	339,012
Federal Home Loan Bank advances	659,732	515,234
Subordinated note	41,240	41,240
Other liabilities and accrued interest payable	40,008	24,591
<b>Total liabilities</b>	<b>2,794,796</b>	<b>3,663,446</b>
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, no par value	-	-
Class A Common Stock and Class B Common Stock, no par value	4,904	4,878
Additional paid in capital	124,974	123,441
Retained earnings	175,718	146,983
Accumulated other comprehensive income	3,948	620
<b>Total stockholders' equity</b>	<b>309,544</b>	<b>275,922</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 3,104,340</b>	<b>\$ 3,939,368</b>

See accompanying footnotes to consolidated financial statements.

3

---

## CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (UNAUDITED)

(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<b>INTEREST INCOME:</b>				
Loans, including fees	\$ 34,397	\$ 38,762	\$ 125,723	\$ 96,542
Taxable investment securities	4,688	6,496	9,842	13,492
Tax exempt investment securities	6	21	12	45
Federal Home Loan Bank stock and other	415	394	1,286	3,354
Total interest income	39,506	45,673	136,863	113,433
<b>INTEREST EXPENSE:</b>				
Deposits	4,616	8,009	14,954	22,310
Securities sold under agreements to repurchase and other short-term borrowings	242	1,416	581	4,183
Federal Home Loan Bank advances	6,100	6,348	11,344	11,785
Subordinated note	627	627	1,247	1,254
Total interest expense	11,585	16,400	28,126	39,532
<b>NET INTEREST INCOME</b>	<b>27,921</b>	<b>29,273</b>	<b>108,737</b>	<b>73,901</b>
Provision for loan losses	1,686	3,629	27,351	14,128
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>26,235</b>	<b>25,644</b>	<b>81,386</b>	<b>59,773</b>
<b>NON INTEREST INCOME:</b>				
Service charges on deposit accounts	4,992	4,933	9,414	9,478
Electronic refund check fees	2,230	2,970	25,135	16,930
Net RAL securitization income	60	286	472	12,873
Mortgage banking income	3,517	1,133	7,691	2,735
Debit card interchange fee income	1,312	1,246	2,471	2,395
Net gain on sales and calls of securities	-	-	-	367
Total impairment losses	(4,665)	(3,388)	(7,790)	(3,974)
Loss recognized in other comprehensive income	2,769	-	2,769	-
Net impairment loss recognized in earnings	(1,896)	(3,388)	(5,021)	(3,974)
Other	692	432	1,247	752
Total non interest income	10,907	7,612	41,409	41,556
<b>NON INTEREST EXPENSES:</b>				
Salaries and employee benefits	12,647	12,615	27,163	27,115

Edgar Filing: REPUBLIC BANCORP INC /KY/ - Form 10-Q

Occupancy and equipment, net	5,428	4,754	11,337	9,426
Communication and transportation	1,021	884	2,944	2,222
Marketing and development	663	730	11,640	7,489
FDIC insurance assessments	2,004	63	3,054	122
Bank franchise tax expense	637	703	1,272	1,426
Data processing	779	669	1,549	1,386
Debit card interchange expense	694	612	1,368	1,188
Supplies	398	373	1,276	929
Other real estate owned expense	272	125	1,983	150
Other	2,011	2,175	6,610	5,930
Total non interest expenses	26,554	23,703	70,196	57,383
<b>INCOME BEFORE INCOME TAX EXPENSE</b>				
	10,588	9,553	52,599	43,946
<b>INCOME TAX EXPENSE</b>				
	3,721	3,130	19,973	15,400
<b>NET INCOME</b>				
	\$ 6,867	\$ 6,423	\$ 32,626	\$ 28,546

(continued)

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (UNAUDITED) (continued)  
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<b>OTHER COMPREHENSIVE INCOME, NET OF TAX</b>				
Unrealized gain (loss) on securities available for sale	\$ (1,559)	\$ (1,243)	\$ (1,736)	\$ (5,455)
Other-than-temporary-impairment on available for sale securities recorded in other comprehensive income, net	1,800	-	1,800	-
Other-than-temporary-impairment on available for sale securities associated with credit loss realized in income, net	1,232	2,202	3,264	2,644
Realized amount on securities sold, net	-	-	-	(300)
Other comprehensive income (loss)	1,473	959	3,328	(3,111)
<b>COMPREHENSIVE INCOME</b>	<b>\$ 8,340</b>	<b>\$ 7,382</b>	<b>\$ 35,954</b>	<b>\$ 25,435</b>
<b>BASIC EARNINGS PER SHARE:</b>				
Class A Common Stock	\$ 0.33	\$ 0.31	\$ 1.58	\$ 1.40
Class B Common Stock	0.32	0.30	1.56	1.38
<b>DILUTED EARNINGS PER SHARE:</b>				
Class A Common Stock	\$ 0.33	\$ 0.31	\$ 1.57	\$ 1.38
Class B Common Stock	0.32	0.30	1.54	1.36

See accompanying footnotes to consolidated financial statements.



## CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)

(in thousands, except per share data)	Common Stock		Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income		Total Stockholders' Equity
	Class A Shares Outstanding	Class B Shares Outstanding			Amount	Income	
Balance, January 1, 2009	18,318	2,310	\$ 4,878	\$ 123,441	\$ 146,983	\$ 620	\$ 275,922
Cumulative effect of change in accounting principle, adoption of FSP SFAS 115-2 and SFAS 124-2, net of tax	-	-	-	-	1,800	(1,800)	-
Net income	-	-	-	-	32,626	-	32,626
Net change in accumulated other comprehensive income	-	-	-	-	-	5,128	5,128
Dividend declared Common Stock:							
Class A (\$0.253 per share)	-	-	-	-	(4,457)	-	(4,457)
Class B (\$0.230 per share)	-	-	-	-	(509)	-	(509)
Stock options exercised, net of shares redeemed	137	-	30	1,245	(355)	-	920
Repurchase of Class A Common Stock	(21)	-	(4)	(128)	(370)	-	(502)
Notes receivable on Common Stock, net of cash payments	-	-	-	(47)	-	-	(47)
Deferred director compensation expense - Company Stock	5	-	-	92	-	-	92
Stock based compensation expense	-	-	-	371	-	-	371

Balance, June 30, 2009	18,439	2,310	\$ 4,904	\$ 124,974	\$ 175,718	\$ 3,948	\$ 309,544
------------------------	--------	-------	----------	------------	------------	----------	------------

See accompanying footnotes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
SIX MONTHS ENDED JUNE 30, 2009 AND 2008 (in thousands)

	2009	2008
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 32,626	\$ 28,546
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion, net	6,452	3,793
Federal Home Loan Bank stock dividends	-	(628)
Provision for loan losses	27,351	14,128
Net gain on sale of mortgage loans held for sale	(8,122)	(2,678)
Origination of mortgage loans held for sale	(444,126)	(145,926)
Proceeds from sale of mortgage loans held for sale	430,259	141,261
Net realized recovery of mortgage servicing rights impairment	(1,255)	-
Net gain on sale of RALs	-	(8,313)
Increase in RAL securitization residual	(472)	(4,560)
Origination of RALs held for sale	-	(1,098,717)
Proceeds from sale of RALs	-	1,009,698
Paydown of trading securities	472	106,442
Net realized loss on sales, calls and impairment of securities	5,021	3,607
Net gain on sale of other real estate owned	(39)	(77)
Write downs of other real estate owned	1,839	76
Net gain on sale of premises and equipment	-	(43)
Deferred director compensation expense – Company Stock	92	66
Employee Stock Ownership Plan compensation expense	-	477
Stock based compensation expense	371	294
Net change in other assets and liabilities:		
Accrued interest receivable	2,608	(3,000)
Accrued interest payable	(3,522)	(3,438)
Other assets	(10,085)	(2,597)
Other liabilities	16,165	7,162
Net cash provided by operating activities	55,635	45,573
<b>INVESTING ACTIVITIES:</b>		
Purchases of securities available for sale	(417,600)	(1,277,422)
Purchases of securities to be held to maturity	(18,525)	-
Purchases of Federal Home Loan Bank stock	(1,166)	(531)
Proceeds from calls, maturities and paydowns of securities available for sale	821,980	1,338,152
Proceeds from calls, maturities and paydowns of securities to be held to maturity	1,678	654
Proceeds from sales of Federal Home Loan Bank stock	-	360
Proceeds from sales of other real estate owned	5,203	1,614
Net (increase) decrease in loans	(7,558)	36,407
Purchases of premises and equipment	(2,308)	(3,566)
Proceeds from sales of premises and equipment	-	848
Net cash provided by investing activities	381,704	96,516
<b>FINANCING ACTIVITIES:</b>		
Net decrease in deposits	(988,581)	(339,860)

Net decrease in securities sold under agreements to repurchase and other short-term borrowings	(39,984)	(67,566)
Payments on Federal Home Loan Bank advances	(35,502)	(83,213)
Proceeds from Federal Home Loan Bank advances	180,000	354,500
Repurchase of Common Stock	(502)	(443)
Net proceeds from Common Stock options exercised	920	1,310
Cash dividends paid	(4,951)	(4,429)
Net cash used in financing activities	(888,600)	(139,701)
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>(451,261)</b>	<b>2,388</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>616,303</b>	<b>86,177</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 165,042</b>	<b>\$ 88,565</b>

(continued)

7

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (Continued)  
 SIX MONTHS ENDED JUNE 30, 2009 AND 2008 (in thousands)

	2009	2008
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for:		
Interest	\$ 31,648	\$ 42,971
Income taxes	12,939	13,935
<b>SUPPLEMENTAL NONCASH DISCLOSURES:</b>		
Transfers from loans to real estate acquired in settlement of loans	\$ 1,893	\$ 2,978
Retained securitization residual	-	102,059

See accompanying footnotes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – JUNE 30, 2009 AND 2008 (UNAUDITED) AND  
DECEMBER 31, 2008

---

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation – The consolidated financial statements include the accounts of Republic Bancorp, Inc. (the “Parent Company”) and its wholly-owned subsidiaries: Republic Bank & Trust Company (“RB&T”) and Republic Bank (collectively referred together with RB&T as the “Bank”), Republic Funding Company and Republic Invest Co. Republic Invest Co. includes its subsidiary, Republic Capital LLC. The consolidated financial statements also include the wholly-owned subsidiaries of RB&T: Republic Financial Services, LLC, TRS RAL Funding, LLC and Republic Insurance Agency, LLC. Republic Bancorp Capital Trust (“RBCT”) is a Delaware statutory business trust that is a wholly-owned unconsolidated finance subsidiary of Republic Bancorp, Inc. All companies are collectively referred to as “Republic” or the “Company.” All significant intercompany balances and transactions are eliminated in consolidation.

Republic operates 44 banking centers, primarily in the retail banking industry, and conducts its operations predominately in metropolitan Louisville, Kentucky, central Kentucky, northern Kentucky, southern Indiana, metropolitan Tampa, Florida, metropolitan Cincinnati, Ohio and through an Internet banking delivery channel. Republic’s consolidated results of operations are primarily dependent upon net interest income, which represents the difference between the interest income and fees on interest-earning assets and the interest expense on interest-bearing liabilities. Principal interest-earning assets represent securities and real estate mortgage, commercial and consumer loans. Interest-bearing liabilities primarily consist of interest-bearing deposit accounts, as well as short-term and long-term borrowing sources.

Other sources of banking income include service charges on deposit accounts, debit card interchange fee income, title insurance commissions, fees charged to customers for trust services and revenue generated from Mortgage Banking activities, which represents both the origination and sale of loans in the secondary market and the servicing of loans for others.

Republic’s operating expenses consist primarily of salaries and employee benefits, occupancy and equipment expenses, communication and transportation costs, marketing and development expenses, Federal Deposit Insurance Corporation (“FDIC”) insurance assessments, bank franchise tax expense, data processing, debit card interchange expense and other general and administrative costs. Republic’s results of operations are significantly impacted by general economic and competitive conditions, particularly changes in market interest rates, government laws and policies and actions of regulatory agencies.

Republic, through its Tax Refund Solutions (“TRS”) segment, is one of a limited number of financial institutions which facilitates the payment of federal and state tax refunds through third party tax-preparers located throughout the U.S., as well as tax-preparation software providers. The Company facilitates the payment of these tax refunds through three primary products: Electronic Refund Checks (“ERCs”), Electronic Refund Deposits (“ERDs”) and Refund Anticipation Loans (“RALs”). Substantially all of the business generated by TRS occurs in the first quarter of the year.

ERCs/ERDs are products whereby a tax refund is issued to the taxpayer after the Company has received the refund from the federal or state government. There is no credit risk or borrowing cost for the Company associated with these products because they are only delivered to the taxpayer upon receipt of the refund directly from the Internal Revenue Service (“IRS”). Fees earned on ERCs/ERDs are reported as non interest income under the line item “Electronic refund check fees.”

RALs are short-term consumer loans offered to taxpayers that are secured by the customer's anticipated tax refund, which represents the source of repayment. The Company underwrites the RAL application through an automated credit review process utilizing information contained in the taxpayer's tax return and the tax-preparer's history. If the application is approved, the Company advances the amount of the refund due on the taxpayer's return up to specified amounts less the loan fee due to the Company and, if requested by the taxpayer, the fees due for preparation of the return to the tax-preparer. As part of the RAL application process, each taxpayer signs an agreement directing the IRS to send the taxpayer's refund directly to the Company. The refund received from the IRS is used by the Company to pay off the RAL. Any amount due the taxpayer above the amount of the RAL is remitted to the taxpayer once the refund is received by the Company. The funds advanced by the Company are generally repaid by the IRS within two weeks. The fees earned on RALs are reported as interest income under the line item "Loans, including fees."

Securitization – During 2008, 2007 and 2006, the Company utilized a securitization structure to fund a portion of the RALs originated during the respective tax seasons. From mid January to the end of February of each year, RALs which, upon origination, met certain underwriting criteria related to refund amount and Earned Income Tax Credit amount, were classified as loans held for sale and sold into the securitization. All other RALs originated were retained by the Company. There were no RALs held for sale as of any quarter end. The Company retained a related residual value in the securitization, which was classified on the balance sheet as a trading security. The initial residual interest had a weighted average life of approximately one month, and as such, substantially all of its cash flows were received by the end of the first quarter. The disposition of the remaining anticipated cash flows occurred within the remainder of the calendar year. At its initial valuation, and on a quarterly basis thereafter, the Company adjusted the carrying amount of the residual value to its fair value, which was determined based on expected future cash flows and was significantly influenced by the anticipated credit losses of the underlying RALs.

The Company chose not to utilize a securitization structure to fund its RAL portfolio during the first quarter 2009 tax season. During the first quarter 2008 tax season, the securitization consisted of a total of \$1.1 billion of RALs originated and sold. The Company’s continuing involvement in RALs sold into the securitization was limited to only servicing of the RALs. Compensation for servicing of the securitized RALs was not contingent upon performance of the securitized RALs.

The Company concluded that the securitization was a sale as defined in Statement of Financial Accounting Standard (“SFAS”) 140 “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities—a replacement of FASB Statement No. 125.” This conclusion was based on, among other things, legal isolation of assets, the ability of the purchaser to pledge or sell the assets and the absence of a right or obligation of the Company to repurchase the financial assets.

For additional discussion regarding TRS, see the following sections:

- Part I Item 1 “Financial Statements:”
  - o Footnote 3 “Loans and Allowance for Loan Losses”
  - o Footnote 10 “Segment Information”
  - o Footnote 11 “Securitization”
- Part I Item 1A “Risk Factors” of the Company’s 2008 Annual Report on Form 10-K

#### Recently Issued Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (“FASB”) issued SFAS 141(R), “Business Combinations,” which established principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. The adoption of SFAS 141(R) for the first quarter of 2009 did not have a material impact on the Company’s results of operations or financial position.

In December 2007, the FASB issued SFAS 160, “Noncontrolling Interest in Consolidated Financial Statements, an amendment of ARB No. 51,” which changed the accounting and reporting for minority interests. The adoption of SFAS 160 for the first quarter of 2009 did not have a material impact on the Company’s results of operations or financial position.

In March 2008, the FASB issued SFAS 161, “Disclosures about Derivative Instruments and Hedging Activities, an amendment of SFAS No. 133. (March 2008).” This Statement amends and expands the disclosure requirements for derivative instruments and hedging activities to better describe (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity’s financial position,



financial performance and cash flows. SFAS 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS 161 also requires many of the disclosures to be presented in tabular format. This Statement added paragraphs 205A-205I to SFAS 133 which provide several example disclosures which are meant to reflect the overall disclosures required by the Statement.

In April 2009, the FASB issued Staff Position (“FSP”) SFAS 157-4, “Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly” (“FSP SFAS 157-4”). This FSP emphasizes that even if there has been a significant decrease in the volume and level of activity, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants. The FSP provides a number of factors to consider when evaluating whether there has been a significant decrease in the volume and level of activity for an asset or liability in relation to normal market activity. In addition, when transactions or quoted prices are not considered orderly, adjustments to those prices based on the weight of available information may be needed to determine the appropriate fair value. The FSP also requires increased disclosures. This FSP is effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied prospectively. Early adoption is permitted for periods ending after March 15, 2009. The adoption of this FSP at June 30, 2009 did not have a material impact on the results of operations or financial position.

In April 2009, the FASB issued FSP SFAS 115-2 and SFAS 124-2, “Recognition and Presentation of Other-than-temporary impairments.” FSP SFAS 115-2 and SFAS 124-2 are intended to provide greater clarity to investors about the credit and noncredit component of an other-than-temporary impairment event and to communicate more effectively when an other-than-temporary impairment event has occurred. FSP SFAS 115-2 and SFAS 124-2 amend the other-than-temporary impairment guidance in GAAP for debt securities. The new guidance improves the presentation and disclosure of other-than-temporary impairment on investment securities and changes the calculation of the other-than-temporary impairment recognized in earnings in the financial statements. FSP SFAS 115-2 and SFAS 124-2 does not amend existing recognition and measurement guidance related to other-than-temporary impairment of equity securities.

For debt securities, FSP SFAS 115-2 and SFAS 124-2 require an entity to assess whether (a) it has the intent to sell the debt security, or (b) it is more likely than not that it will be required to sell the debt security before its anticipated recovery. If either of these conditions is met, an other-than-temporary impairment on the security must be recognized.

In instances in which a determination is made that a credit loss (defined by FSP SFAS 115-2 and SFAS 124-2 as the difference between the present value of the cash flows expected to be collected and the amortized cost basis) exists but the entity does not intend to sell the debt security and it is not more likely than not that the entity will be required to sell the debt security before the anticipated recovery of its remaining amortized cost basis (i.e., the amortized cost basis less any current-period credit loss), FSP SFAS 115-2 and SFAS 124-2 change the presentation and amount of the other-than-temporary impairment recognized in the income statement.

In these instances, the impairment is separated into (a) the amount of the total impairment related to the credit loss, and (b) the amount of the total impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total impairment related to all other factors is recognized in other comprehensive loss and will be amortized over the remaining life of the debt security as an increase in the carrying value of the security (with no effect on earnings unless the security is subsequently sold or there is additional other-than-temporary impairment losses recognized). The total other-than-temporary impairment is presented in the income statement with an offset for the amount of the total other-than-temporary impairment that is recognized in other comprehensive loss. Previously, in all cases, if an impairment was determined to be other-than-temporary, an impairment loss was recognized in earnings in an amount equal to the entire difference between the security’s amortized cost basis and its fair value at the balance sheet date of the reporting period for which the assessment was made. The new presentation provides additional information about the amounts that the entity does not expect to collect related to a debt security.

FSP SFAS 115-2 and SFAS 124-2 is effective and are to be applied prospectively for financial statements issued for interim and annual reporting periods ending after June 15, 2009. When adopting FSP SFAS 115-2 and SFAS 124-2, an entity is required to record a cumulative-effect adjustment as of the beginning of the period of adoption to reclassify the noncredit component of a previously recognized other-than-temporary impairment from retained earnings to accumulated other comprehensive loss if the entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before the anticipated recovery of its amortized cost basis.

For the three months ended March 31, 2009, the Company recognized OTTI charges of \$3.1 million (\$2.0 million net of tax) for its available for sale private label mortgage backed securities and other private label mortgage-related securities. This brought the pre tax cumulative life-to-date OTTI charge recognized for the private label securities to \$17.4 million (\$11.3 million net of tax). The Company adopted the FSP effective April 1, 2009 and reversed \$2.8 million (\$1.8 million net of tax) for the non-credit portion of the cumulative life-to-date OTTI charge. The adoption was recognized as a cumulative effect adjustment that increased retained earnings and decreased accumulated other comprehensive income as of April 1, 2009. As a result of implementing the new standard, the Company recognized total non cash OTTI charges to the income statement for three months ended June 30, 2009 of \$1.9 million (\$1.2 million net of tax) resulting from anticipated credit losses for its available for sale private label mortgage backed securities and other private label mortgage-related securities. Had the standard not been issued, the amount of OTTI that would have been recognized in income for the three months ended June 30, 2009 would have been \$2.6 million.

In April 2009, the FASB issued FSP SFAS 107-1 and APB 28-1, "Interim Disclosures about Fair Value of Financial Instruments" ("FSP SFAS 107-1 and APB 28-1"). FSP SFAS 107-1 and APB 28-1 amend the disclosure requirements in SFAS No. 107, "Disclosures about Fair Value of Financial Instruments" ("SFAS 107"), and APB Opinion No. 28, "Interim Financial Reporting," to require disclosures about the fair value of financial instruments within the scope of SFAS 107, including disclosure of the method(s) and significant assumptions used to estimate the fair value of financial instruments, in interim financial statements as well as in annual financial statements. Previously, these disclosures were required only in annual financial statements. FSP SFAS 107-1 and APB 28-1 are effective and should be applied prospectively for financial statements issued for interim and annual reporting periods ending after June 15, 2009. In periods after initial adoption, FSP SFAS 107-1 and APB 28-1 require comparative disclosures only for periods ending subsequent to initial adoption and does not require earlier periods to be disclosed for comparative purposes at initial adoption. The Company adopted FSP SFAS 107-1 and APB 28-1 on April 1, 2009. The adoption of FSP SFAS 107-1 and APB 28-1 resulted in increased financial statement disclosures.

Reclassifications – Certain amounts presented in prior periods have been reclassified to conform to the current period presentation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Operating results for three and six months ended June 30, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. For further information, refer to the consolidated financial statements and footnotes thereto included in Republic's Form 10-K for the year ended December 31, 2008.

## 2. INVESTMENT SECURITIES

Securities available for sale:

The amortized cost and fair value of securities available for sale and the related gross unrealized gains and losses recognized in accumulated other comprehensive income (loss) were as follows:

June 30, 2009 (in thousands)	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 31,996	\$ 221	\$ -	\$ 32,217
Private label mortgage backed and other private label mortgage-related securities	10,206	-	(2,111)	8,095
Mortgage backed securities	267,409	8,055	(12)	275,452
Collateralized mortgage obligations	136,059	432	(511)	135,980
Total securities available for sale	\$ 445,670	\$ 8,708	\$ (2,634)	\$ 451,744

December 31, 2008 (in thousands)	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 458,245	\$ 596	\$ (1)	\$ 458,840
Private label mortgage backed and other private label mortgage-related securities	14,678	-	-	14,678
Mortgage backed securities	305,902	2,829	(496)	308,235
Collateralized mortgage obligations	74,130	-	(1,974)	72,156
Total securities available for sale	\$ 852,955	\$ 3,425	\$ (2,471)	\$ 853,909

Securities to be held to maturity:

The carrying value, gross unrecognized gains and losses, and fair value of securities to be held to maturity were as follows:

June 30, 2009 (in thousands)	Carrying Value	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 22,721	\$ 2	\$ (111)	\$ 22,612
Obligations of states and political subdivisions	384	24	-	408
Mortgage backed securities	3,056	61	(13)	3,104
Collateralized mortgage obligations	41,471	26	(343)	41,154

Total securities to be held to maturity	\$	67,632	\$	113	\$	(467)	\$	67,278
---	----	--------	----	-----	----	-------	----	--------

December 31, 2008 (in thousands)	Carrying Value	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
U.S. Treasury securities and U.S. Government agencies	\$ 4,670	\$ 7	\$ -	\$ 4,677
Obligations of states and political subdivisions	384	17	-	401
Mortgage backed securities	3,527	63	(2)	3,588
Collateralized mortgage obligations	42,184	-	(1,626)	40,558
Total securities to be held to maturity	\$ 50,765	\$ 87	\$ (1,628)	\$ 49,224

## Market Loss Analysis

Securities with unrealized losses at June 30, 2009 and December 31, 2008, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

June 30, 2009 (in thousands)	Fair Value	Less than 12 months Unrealized Loss	Fair Value	12 months or more Unrealized Losses	Fair Value	Total Unrealized Losses
U.S. Treasury securities and U.S. Government agencies	\$ 8,414	\$ (111)	\$ -	\$ -	\$ 8,414	\$ (111)
Private label mortgage backed and other private label mortgage-related securities	-	-	8,095	(2,111)	8,095	(2,111)
Mortgage backed securities, including Collateralized mortgage obligations	94,290	(877)	46	(2)	94,336	(879)
Total	\$ 102,704	\$ (988)	\$ 8,141	\$ (2,113)	\$ 110,845	\$ (3,101)
December 31, 2008 (in thousands)	Fair Value	Less than 12 months Unrealized Loss	Fair Value	12 months or more Unrealized Losses	Fair Value	Total Unrealized Losses
U.S. Treasury securities and U.S. Government agencies	\$ 24,999	\$ (1)	\$ -	\$ -	\$ 24,999	\$ (1)
Mortgage backed securities, including Collateralized mortgage obligations	178,864	(4,092)	77	(6)	178,941	(4,098)
Total	\$ 203,863	\$ (4,093)	\$ 77	\$ (6)	\$ 203,940	\$ (4,099)

Proceeds from sales and calls of securities available for sale were \$821 million and \$1.4 billion for the six months ended June 30, 2009 and 2008, respectively. Gross gains of \$0 and \$367,000 were realized on these sales during 2009 and 2008, respectively. There were no gross losses realized on these sales during 2009 and 2008, respectively.

Proceeds from sales and calls of securities available for sale were \$68 million and \$208 million for the three months ended June 30, 2009 and 2008, respectively. There were no gross gains or losses realized on these sales during 2009 and 2008, respectively.



Other-than-temporary impairment (“OTTI”)

Unrealized losses for all investment securities are reviewed to determine whether the losses are “other-than-temporary.” Investment securities are evaluated for OTTI on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether a decline in their value below amortized cost is other-than-temporary. In conducting this assessment, the Company evaluates a number of factors including, but not limited to:

- The length of time and the extent to which fair value has been less than the amortized cost basis;
  - Adverse conditions specifically related to the security, an industry, or a geographic area;
    - The historical and implied volatility of the fair value of the security;
- The payment structure of the debt security and the likelihood of the issuer being able to make payments;
  - Failure of the issuer to make scheduled interest or principal payments;
  - Any rating changes by a rating agency; and
- Recoveries or additional decline in fair value subsequent to the balance sheet date.

The term “other-than-temporary” is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value are not necessarily favorable, or that there is a general lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other-than-temporary, the value of the security is reduced and a corresponding charge to earnings is recognized for anticipated credit losses.

Nationally, residential real estate values have declined significantly since 2007. These declines in value, coupled with the reduced ability of certain homeowners to refinance or repay their residential real estate obligations, have led to elevated delinquencies and losses in residential real estate loans. Many of these loans have previously been securitized and sold to investors as private label mortgage backed and other private label mortgage-related securities. The Company owned and continues to own five private label mortgage backed and other private label mortgage-related securities with a fair value of \$10.2 million at June 30, 2009. These securities are not guaranteed by government agencies. Approximately \$4.0 million (Securities 1 through 4 in the table below) of these securities are mostly backed by “Alternative A” first lien mortgage loans. The remaining \$6.2 million (Security 5 in the table below) represents an asset backed security with an insurance “wrap” or guarantee. The average life of these securities is currently estimated to be approximately five years. Due to current market conditions, all of these assets are extremely illiquid, and as such, the Company determined that these securities are Level 3 securities in accordance with SFAS 157 “Fair Value Measurements.” Based on this determination, the Company utilized an income valuation model (present value model) approach, in determining the fair value of these securities. This approach is beneficial for positions that are not traded in active markets or are subject to transfer restrictions, and/or where valuations are adjusted to reflect illiquidity and/or non-transferability. Such adjustments are generally based on available market evidence. In the absence of such evidence, management’s best estimate is used. Management’s best estimate consists of both internal and external support for these investments.

Prior to the second quarter of 2009, all unrealized losses related to the private label mortgage backed and other private label mortgage-related securities were transferred from accumulated other comprehensive loss to an immediate reduction of earnings classified as net loss on sales, calls and impairments of securities in the consolidated statement of income and comprehensive income. With the adoption of the FSPs as of April 1, 2009, the Company recorded a cumulative effect adjustment to retained earnings for all unrealized losses in the Company’s private label securities which were deemed to be non-credit in nature with a corresponding adjustment to accumulated other comprehensive loss.

During the first quarter of 2009, prior to the adoption of the new FSPs, the Company recognized total non cash OTTI charges to the income statement of \$3.1 million for its available for sale private label mortgage backed securities and other private label mortgage-related securities. During the second quarter of 2009, the Company recognized total non cash OTTI charges to the income statement of \$1.9 million resulting from anticipated credit losses for its available for sale private label mortgage backed securities and other private label mortgage-related securities. Had the standard not been issued, the amount of OTTI that would have been recognized in income for the period would have been \$2.6 million.

See Footnote 1 “Basis of Presentation and Summary of Significant Accounting Policies” for additional discussion regarding the recently issued FSPs.

The following table details the five private label mortgage backed and other private label mortgage-related securities with OTTI at June 30, 2009 and the related credit losses recognized in earnings:

(in thousands)	Security 1	Security 2	Security 3	Security 4	Security 5	Total
Amount of other-than-temporary-impairment related to credit loss at April 1, 2009	\$ 8,413	\$ 1,743	\$ 2,102	\$ 802	\$ 1,509	\$ 14,569
Addition	60	47	784	882	123	1,896
	-	-	-	-	-	-
Amount of other-than-temporary-impairment related to credit loss at June 30, 2009	\$ 8,473	\$ 1,790	\$ 2,886	\$ 1,684	\$ 1,632	\$ 16,465

Further deterioration in economic conditions could cause the Company to record additional impairment charges related to credit losses of up to \$10.2 million, which is the current carrying amount of its private label mortgage backed securities and other private label mortgage-related securities.

The following table details the credit ratings and the total impairment loss related to “all other factors” recorded as a component of accumulated other comprehensive income for the Company’s private label mortgage backed and other private label mortgage-related securities as of June 30, 2009 follows:

(in thousands)	Amortized Cost	Estimated Fair Value	Unrealized Losses	Ratings as of June 30, 2009		
				S&P	Fitch	Moody's
Security 1	\$ 1,515	\$ 1,395	\$ (120)	CC	-	Ca
Security 2	174	163	(11)	BB	-	Ca
Security 3	1,905	1,587	(318)	CCC	CCC	-
Security 4	410	351	(59)	AA	B	-
Security 5	6,202	4,599	(1,603)	AA	-	-
	-	-	-			
Total	\$ 10,206	\$ 8,095	\$ (2,111)			

The ratings above range from extremely speculative (Moody’s Ca) to high grade (S&P AA).

Securities pledged to secure public deposits, securities sold under agreements to repurchase and securities held for other purposes, as required or permitted by law are as follows:

(in thousands)	June 30, 2009	December 31, 2008
Amortized cost	\$ 405,509	\$ 595,156
Fair value	405,070	593,922



The amortized costs 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.

June 30, 2009 (dollars in thousands)	Amortized Cost / Carrying Value	Fair Value
<b>Maturity</b>		
<b>Securities Available for sale</b>		
Within one year	\$ 5,265	\$ 5,444
One to five years	27,929	28,019
Five to ten years	10	10
Beyond ten years	412,466	418,271
<b>Total securities available for sale</b>	<b>\$ 445,670</b>	<b>\$ 451,744</b>
<b>Securities to be Held to Maturity</b>		
Within one year	\$ 3,700	\$ 3,700
One to five years	20,682	20,586
Five to ten years	-	-
Beyond ten years	43,250	42,992
<b>Total securities to be held to maturity</b>	<b>\$ 67,632</b>	<b>\$ 67,278</b>

As of June 30, 2009, the Company's security portfolio consisted of 138 securities, 27 of which were in an unrealized loss position. The majority of unrealized losses are related to the Company's mortgage-backed and other securities, as discussed below:

#### Mortgage-backed Securities

At June 30, 2009, with the exception of the \$8.1 million private label mortgage backed and other private label mortgage-related securities discussed in Footnote 2 "Investment Securities," all of the mortgage-backed securities held by the Company were issued by U.S. government-sponsored entities and agencies, primarily Fannie Mae and Freddie Mac, institutions which the government has affirmed its commitment to support. Because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Company does not have the intent to sell these mortgage-backed securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at June 30, 2009.

As mentioned throughout this filing, the Company's mortgage-backed securities portfolio includes private label mortgage backed and other private label mortgage-related securities with a market value of \$8.1 million which had unrealized losses of approximately \$2.1 million at June 30, 2009. These private label mortgage backed and other private label mortgage-related securities were rated AAA at purchase and are not within the scope of EITF 99-20. The Company monitors to insure it has adequate credit support and as of June 30, 2009, the Company believes there is no further credit component of OTTI and does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery.



## 3. LOANS AND ALLOWANCE FOR LOAN LOSSES

The composition of the loan portfolio follows:

(in thousands)	June 30, 2009	December 31, 2008
Residential real estate	\$ 1,100,887	\$ 1,095,540
Commercial real estate	636,463	653,048
Real estate construction	99,288	99,395
Commercial	103,383	111,604
Consumer	24,188	28,056
Overdrafts	1,162	2,796
Home equity	321,807	313,418
Total loans	2,287,178	2,303,857
Less: Allowance for loan losses	19,886	14,832
<b>Loans, net</b>	<b>\$ 2,267,292</b>	<b>\$ 2,289,025</b>

Activity in the allowance for loan losses follows:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Allowance for loan losses at beginning of period	\$ 17,878	\$ 15,025	\$ 14,832	\$ 12,735
Provision for loan losses	1,686	3,629	27,351	14,128
Charge offs – Banking	(1,631)	(934)	(2,526)	(1,994)
Charge offs – Tax Refund Solutions	(5,150)	-	(31,179)	(7,873)
Recoveries – Banking	309	201	464	387
Recoveries – Tax Refund Solutions	6,794	74	10,944	612
Allowance for loan losses at end of period	\$ 19,886	\$ 17,995	\$ 19,886	\$ 17,995

Information regarding Republic's impaired loans follows:

(in thousands)	June 30, 2009	December 31, 2008
Loans with no allocated allowance for loan losses	\$ -	\$ -
Loans with allocated allowance for loan losses	26,161	12,108
<b>Total</b>	<b>\$ 26,161</b>	<b>\$ 12,108</b>
Amount of the allowance for loan losses allocated	\$ 5,395	\$ 1,998
Average of individually impaired loans during periods	23,052	13,355

Interest income recognized during impairment	-	-
Cash basis interest income recognized	-	-



Detail of non-performing loans and non-performing assets follows:

(dollars in thousands)	June 30, 2009	December 31, 2008
Loans on non-accrual status	\$ 31,094	\$ 11,324
Loans past due 90 days or more and still on accrual	318	2,133
Total non-performing loans	31,412	13,457
Other real estate owned	2,723	5,737
Total non-performing assets	\$ 34,135	\$ 19,194
Non-performing loans to total loans	1.37%	0.58%
Non-performing assets to total loans (including OREO)	1.49	0.83

The composition of non-performing loans follows:

(in thousands)	June 30, 2009	December 31, 2008
Residential real estate	\$ 12,367	\$ 7,147
Commercial real estate	8,246	2,665
Real estate construction	8,435	2,749
Commercial	971	243
Consumer	133	86
Home equity	1,260	567
Total non-performing loans	\$ 31,412	\$ 13,457

The following table details RAL originations and loss reserves for three and six months ended June 30, 2009 and 2008:

(in thousands)	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Six Months Ended June 30, 2009	Six Months Ended June 30, 2008
<b>Originations:</b>				
RALs originated and retained on balance sheet	\$ 17,525	\$ 9,888	\$ 2,472,708	\$ 682,146
RALs originated and securitized	-	-	-	1,098,717
Total RALs originated	\$ 17,525	\$ 9,888	\$ 2,472,708	\$ 1,780,863
<b>Estimated RAL losses:</b>				
Estimated losses for retained RALs, net	\$ (1,773)	\$ 772	\$ 20,235	\$ 8,225
Net reduction to estimated future expected cash flows for securitized RALs	-	(343)	-	6,830
Total Estimated RALs losses, net	\$ (1,773)	\$ 429	\$ 20,235	\$ 15,055

RAL Loss Reserves and Provision for Loan Losses:

Due to the excessive costs of securitization structures, which resulted from a significant lack of liquidity in the credit markets during the latter half of 2008, the Company elected not to obtain funding from a securitization structure for the first quarter 2009 tax season. Instead, the Company utilized its traditional borrowing sources, including brokered certificates of deposit, as its primary RAL funding source for the first quarter 2009 tax season. Accounting for this change in funding strategy caused, and will continue to cause throughout the year, differences among some income and expense items when comparing results of operations for 2009 to 2008. The securitization had the effect during 2008 of reclassifying for securitized RALs the fee income earned, interest expense paid and provision expense into “Net RAL securitization income,” which is a component of non interest income. During 2009, these items were, and will continue to be, classified in interest income on loans, interest expense on deposits and provision for loan losses, respectively.

While the RAL application form is completed by the taxpayer in the tax-preparer's office, the credit approval criteria is established by TRS and the underwriting decision is made by TRS. TRS reviews and evaluates all tax returns to determine the likelihood of IRS payment. If any attribute of the tax return appears to fall outside of predetermined parameters, TRS will not originate the RAL.

Substantially all RALs issued by the Company each year are made during the first quarter. Losses associated with RALs result from the IRS not remitting taxpayer refunds to the Company associated with a particular tax return. This occurs for a number of reasons, including errors in the tax return, tax return fraud and tax debts not disclosed to the Company during its underwriting process. At March 31st of each year the Company reserves for its estimated RAL losses for the year based on current year and historical funding patterns and based on information received from the IRS on current year payment processing.

The Company charges off substantially all outstanding RALs by June 30th each year. Subsequent collections are recorded as recoveries. At June 30, 2009, the \$25.5 million of outstanding RALs were deemed uncollectible and substantially all charged-off. Approximately \$232,000 of the \$25.5 million remaining RALs are estimated to be subsequently collected or reasonably expected to be collected after June 30, 2009.

Profitability in the Company's TRS segment is primarily driven by the volume of RAL transactions processed and the loss rate incurred on RALs, and is particularly sensitive to both measures. During the first six months of 2009 (primarily the first quarter), the Company processed 39% more in dollars of RALs compared to the same period in 2008. The TRS segment's provision for loan losses increased from \$8.2 million during the first six months of 2008 (with \$7.5 million related to the first quarter of 2008) to \$20.2 million during the first six months of 2009 (with \$22.0 million related to the first quarter of 2009). Not included in the six months ended June 30, 2008 provision for loan losses was \$6.8 million for estimated losses associated with securitized RALs, which were recorded as a reduction to Net RAL securitization income because they represented a decrease in the net present value of the future estimated cash flows of the residual interest. The increase in losses associated with RALs during 2009 was primarily due to the increased overall volume coupled with higher estimated RAL losses as a percent of total originations related to an increase in the amount of refunds held by the IRS for reasons such as a errors in the tax return, tax return fraud and tax debts not disclosed to the Company.

As of June 30, 2009, \$25.5 million of total RALs originated remained uncollected compared to \$16.6 million (includes \$7.2 million of securitized RALs for the prior year tax season) at June 30, 2008, representing 1.02% and 0.93% of total gross RALs originated during the respective tax years by the Company. Total gross loss reserves for RALs were 1.01% and 0.89% at June 30, 2009 and 2008. Included as a reduction to the TRS provision for loan losses was \$2.5 million representing a limited preparer-provided guarantee for RAL product performance. Substantially all of this credit was recorded during the first quarter of 2009.

For the three months ended June 30, 2009 the TRS provision for loan losses was a net credit of \$1.8 million compared to a net provision of \$772,000 for the three months ended June 30, 2008. The net credit during the second quarter 2009 resulted from significantly better than projected paydowns in outstanding RALs subsequent to March 31, 2009.

The following tables illustrates the effect on the 2009 TRS provision for loan losses if final losses of RALs differ from management's current estimate by as much as twenty basis points lower. Any decrease in the TRS provision for loan losses will have a corresponding positive impact to pre-tax earnings.

As of June 30, 2009 (dollars in thousands)

Total RALs retained on balance sheet during the current year tax season: \$ 2,472,708

If % of RALs That Do Not Pay off Changes	TRS Provision for Loan Losses	Decrease in TRS Provision for Loan Losses
Current TRS Provision for Loan Losses	\$ 20,235	\$ -
Decrease 5 basis points	18,999	(1,236)
Decrease 10 basis points	17,762	(2,473)
Decrease 15 basis points	16,526	(3,709)
Decrease 20 basis points	15,290	(4,945)

For additional discussion regarding TRS, see the following sections:

- Part I Item 1 "Financial Statements:"
  - o Footnote 1 "Summary of Significant Accounting Policies"
  - o Footnote 10 "Segment Information"
  - o Footnote 11 "Securitization"
- Part I Item 1A "Risk Factors" of the Company's 2008 Annual Report on Form 10-K

#### 4. DEPOSITS

Deposit composition was as follows at June 30, 2009 and December 31, 2008:

(in thousands)	June 30, 2009	December 31, 2008
Demand (NOW and SuperNOW)	\$ 225,677	\$ 202,607
Money market accounts	580,046	555,346
Brokered money market accounts	97,972	163,965
Internet money market accounts	5,780	6,253
Savings	34,704	32,599
Individual retirement accounts	36,564	38,142
Time deposits, \$100,000 and over	181,560	202,058
Other certificates of deposit	162,256	221,179
Brokered deposits	91,423	1,048,017
Total interest-bearing deposits	1,415,982	2,470,166
Total non interest-bearing deposits	338,806	273,203
Total	\$ 1,754,788	\$ 2,743,369

## 5. FEDERAL HOME LOAN BANK (“FHLB”) ADVANCES

At June 30, 2009 and December 31, 2008, FHLB advances outstanding were as follows:

(in thousands)	June 30, 2009	December 31, 2008
Putable fixed interest rate advances with a weighted average interest rate of 4.51%(1)	\$ 150,000	\$ 150,000
Fixed interest rate advances with a weighted average interest rate of 3.43% due through 2035	509,732	365,234
<b>Total FHLB advances</b>	<b>\$ 659,732</b>	<b>\$ 515,234</b>

(1) Represents putable advances with the FHLB. These advances have original fixed rate periods ranging from one to five years with original maturities ranging from three to ten years if not put back to the Company earlier by the FHLB. At the end of their respective fixed rate periods and on a quarterly basis thereafter, the FHLB has the right to require payoff of the advances by the Company at no penalty. During the first quarter of 2007, the Company entered into \$100 million of putable advances with a final maturity of 10 years and a fixed rate period of 3 years. Based on market conditions at this time, the Company does not believe that any of its putable advances are likely to be “put back” to the Company in the short-term by the FHLB.

Each FHLB advance is payable at its maturity date, with a prepayment penalty for fixed rate advances paid off earlier than maturity. FHLB advances are collateralized by a blanket pledge of eligible real estate loans. At June 30, 2009, Republic had available collateral to borrow an additional \$222 million from the FHLB. In addition to its borrowing line with the FHLB, Republic also had unsecured lines of credit totaling \$200 million available through various other financial institutions.

Aggregate future principal payments on FHLB advances, based on contractual maturity dates are detailed below:

Year	(in thousands)
2009	\$ 67,000
2010	92,000
2011	100,000
2012	85,000
2013	91,000
Thereafter	224,732
<b>Total</b>	<b>\$ 659,732</b>

The following table illustrates real estate loans pledged to collateralize advances and letters of credit from the FHLB:

(in thousands)	June 30, 2009	December 31, 2008
----------------	------------------	-------------------------

First lien, single family residential	\$ 734,636	\$ 799,932
Home equity lines of credit	119,928	121,470
Multi-family, commercial real estate	39,517	38,082

## 6. FAIR VALUE

SFAS 157, "Fair Value Measurements," 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. SFAS 157 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 – 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 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.

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

Securities available for sale: For all securities available for sale, excluding private label mortgage backed and other private label mortgage-related securities, fair value is typically determined by matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). With the exception of private label mortgage backed and other private label mortgage-related securities, all securities available for sale are classified as Level 2 in the fair value hierarchy.

In April 2009, the FASB finalized three FSPs regarding the accounting treatment for investments including mortgage-backed securities. These FSPs changed the method for determining if an other-than-temporary impairment ("OTTI") exists and the amount of OTTI to be recorded through an entity's income statement. The changes brought about by the FSPs provide greater clarity and reflect a more accurate representation of the credit and noncredit components of an OTTI event. These staff positions were effective for financial statements issued for periods ending after June 15, 2009. The Company recognized the \$1.8 million cumulative effect of initially applying FSP FAS 115-2 and FAS 124-2 as an adjustment to retained earnings at April 1, 2009, with a corresponding adjustment to accumulated other comprehensive income. See Footnote 1 "Basis of Presentation and Summary of Significant Accounting Policies" for additional discussion regarding the recently issued FSPs.

See Footnote 2 "Investment Securities" of Part I Item I "Financial Statements" for additional discussion regarding the Company's private label mortgage backed and other private label mortgage-related securities.

Derivative instruments: Mortgage Banking derivatives used in the ordinary course of business consist of mandatory forward sales contracts ("forward contracts") and rate lock loan commitments. The fair value of the Company's derivative instruments is primarily measured by obtaining pricing from broker-dealers recognized to be market participants. The pricing is derived from market observable inputs that can generally be verified and do not typically involve significant judgment by the Company. Forward contracts and loan commitments are classified as Level 2 in the fair value hierarchy.

Mortgage loans held for sale: The fair value of mortgage loans held for sale is determined using quoted secondary-market prices. Mortgage loans held for sale are classified as Level 2 in the fair value hierarchy.

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value.



Mortgage Servicing Rights: The fair value of mortgage servicing rights is based on a valuation model that calculates the present value of estimated net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness. Mortgage servicing rights are classified as Level 2 in the fair value hierarchy.

Assets and liabilities measured at fair value under SFAS 157 on a recurring basis, including financial assets and liabilities for which the Company has elected the fair value option, are summarized below:

June 30, 2009 (in thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Value
<b>Securities available for sale:</b>				
U.S. Treasury securities and U.S. Government agencies	\$ -	\$ 32,217	\$ -	\$ 32,217
Private label mortgage backed and other private label mortgage- related securities	-	-	8,095	8,095
Mortgage backed securities	-	275,452	-	275,452
Collateralized mortgage obligations	-	135,980	-	135,980
Total securities available for sale	-	443,649	8,095	451,744
Mandatory forward contracts	-	333	-	333
Rate lock loan commitments	-	271	-	271
Mortgage loans held for sale	-	33,287	-	33,287

December 31, 2008(in thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Value
<b>Securities available for sale:</b>				
U.S. Treasury securities and U.S. Government agencies	\$ -	\$ 458,840	\$ -	\$ 458,840
Private label mortgage backed and other private label mortgage- related securities	-	-	14,678	14,678
Mortgage backed securities	-	308,235	-	308,235
Collateralized mortgage obligations	-	72,156	-	72,156
Total securities available for sale	-	839,231	14,678	853,909
Mandatory forward contracts	-	(451)	-	(451)
Rate lock loan commitments	-	543	-	543
Mortgage loans held for sale	-	11,298	-	11,298

The tables below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three month and six month periods ended June 30, 2009 and 2008:

Securities available for sale - Private label mortgage backed and other private label mortgage-related securities

(in thousands)	Three Months Ended June 30, 2009	Six Months Ended June 30, 2009
Balance, beginning of period	\$ 10,729	\$ 14,678
<b>Total gains or losses included in earnings:</b>		
Net realized OTTI loss	(1,896)	(5,021)
Net change in unrealized gain / loss	551	657
Principle paydowns	(1,289)	(2,219)
Balance, June 30, 2009	\$ 8,095	\$ 8,095

(in thousands)	Three and Six Months Ended June 30, 2008
Balance, beginning of period	\$ -
Transfer into Level 3	22,085
Net unrealized gain	70
Premium amortization	(33)
Principle paydowns	(1,568)
Balance, June 30, 2008	\$ 20,554



Trading Securities - Residual interest in the RAL securitization

As detailed above in Footnote 3 “Loans and Allowance for Loan Losses,” the Company elected not to obtain funding from a securitization structure for the first quarter 2009 tax season.

Activity for the three and six months ended June 30, 2008 follows:

(in thousands)	Three Months Ended		Six Months Ended	
	June 30, 2008		June 30, 2008	
Balance, beginning of period	\$	2,074	\$	-
Increase in RAL securitization residual		343		4,560
Retained securitization residual		-		102,059
Paydown of securitization residual		(2,240)		(106,442)
Balance, June 30, 2008	\$	177	\$	177

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

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of June 30, 2009
June 30, 2009 (in thousands)				
Impaired loans	\$ -	\$ -	\$ 20,765	\$ 20,765
Mortgage servicing rights	-	10,792	-	10,792

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2008
December 31, 2008 (in thousands)				
Impaired loans	\$ -	\$ -	\$ 10,110	\$ 10,110
Mortgage servicing rights	-	6,952	-	6,952

The following section details impairment charges recognized during the period:

The Company recorded realized impairment losses related to its Level 3 private label mortgage backed and other private label mortgage-related securities totaling \$1.9 million and \$3.4 million for the three months ended June 30, 2009 and 2008. The Company recorded realized impairment losses related to its Level 3 private label mortgage backed and other private label mortgage-related securities totaling \$5.0 million and \$3.6 million for the six months ended June 30, 2009 and 2008. See Footnote 2 “Investment Securities” for additional detail.

Due primarily to a decline in the expected prepayment speed of the Company’s sold loan portfolio with servicing retained, the fair value of the Company’s Mortgage Servicing Rights (“MSR”) increased during 2009. As a result of this increase, the Company reduced its corresponding valuation allowance by \$1.1 million during the first quarter of 2009 and an additional \$122,000 during the second quarter of 2009. No MSR valuation allowance existed at June 30, 2009.

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a carrying amount of \$26.2 million, with a valuation allowance of \$5.4 million, resulting in an additional provision for loan losses of \$1.0 million and \$1.3 million for the three months ended June 30, 2009 and 2008, respectively. Additionally, provision for loan losses of \$2.6 million and \$2.9 million was recorded for the impaired loans for the six months ended June 30, 2009 and 2008, respectively.

In accordance with FSP SFAS 107-1, the carrying amounts and estimated fair values of financial instruments, at June 30, 2009 and December 31, 2008 are as follows:

December 31, (in thousands)	June 30, 2009		December 31, 2008	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Assets:</b>				
Cash and cash equivalents	\$ 165,042	\$ 165,042	\$ 616,303	\$ 616,303
Securities available for sale	445,670	451,744	852,955	853,909
Securities to be held to maturity	67,632	67,278	50,765	49,224
Mortgage loans held for sale	33,287	33,287	11,298	11,298
Loans	2,287,178	2,355,536	2,303,857	2,349,777
Allowance for loan losses	19,886	19,886	14,832	14,832
Federal Home Loan Bank stock	26,248	26,248	25,082	25,082
Accrued interest receivable	10,644	10,644	13,252	13,252
<b>Liabilities:</b>				
<b>Deposits:</b>				
Non interest-bearing accounts	\$ 338,806	\$ 338,806	\$ 273,203	\$ 273,203
Transaction accounts	944,179	944,179	960,770	960,770
Time deposits	471,803	484,179	1,509,396	1,547,830
Securities sold under agreements to repurchase and other short-term borrowings	299,028	299,028	339,012	339,012
Subordinated note	41,240	41,148	41,240	41,154
Federal Home Loan Bank advances	659,732	684,726	515,234	546,391
Accrued interest payable	3,071	3,071	6,592	6,592

The methods and assumptions used to estimate fair value are described as follows:

**Cash and Cash Equivalents** – The carrying amount represents a reasonable estimate of fair value.

**Securities Available for Sale and Mortgage Loans Held for Sale** – See earlier discussion under Footnote 6 “Fair Value” for methods and assumptions used to estimate fair value

**Securities to be Held to Maturity and Federal Home Loan Bank Stock** – Fair value equals quoted market price, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. It was not practicable to determine the fair value of FHLB Stock is value at par due to restrictions placed on its transferability.

**Accrued Interest Receivable/Payable** – The carrying amount represents management’s estimate of fair value.

**Loans, Net** – The fair value is estimated by discounting the future cash flows using the interest rates at which similar loans would be made to borrowers with similar credit ratings for the same remaining maturities.

**Deposits** – The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated using the interest rates offered for deposits of similar remaining maturities.

Securities Sold Under Agreements to Repurchase and Other Short-term Borrowings – The carrying amount represents management’s estimate of fair value.

Subordinated Note – Rates currently available to the Company with similar terms and remaining maturities are used to establish fair value of existing debt.

Federal Home Loan Bank Advances – The fair value is estimated based on the estimated present value of future cash outflows using the rates at which similar loans with the same remaining maturities could be obtained.

The fair value estimates presented herein are based on pertinent information available to management as of June 30, 2009 and December 31, 2008. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and, therefore, estimates of fair value may differ significantly from the amounts presented.

## 7. MORTGAGE BANKING ACTIVITIES

Activity for mortgage loans held for sale was as follows:

June 30, (in thousands)	2009	2008
Balance, beginning of period	\$ 11,298	\$ 4,278
Origination of mortgage loans held for sale	444,126	145,926
Proceeds from the sale of mortgage loans held for sale	(430,259)	(141,261)
Net gain on sale of mortgage loans held for sale	8,122	2,678
Balance, end of period	\$ 33,287	\$ 11,621

Mortgage banking activities primarily include residential mortgage originations and servicing. The following table presents the components of mortgage banking income:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Net gain on sale of mortgage loans held for sale	\$ 4,148	\$ 1,067	\$ 8,122	\$ 2,678
Decrease in valuation allowance for MSR impairment	122	-	1,255	-
Net loan servicing income, net of amortization	(753)	66	(1,686)	57
Mortgage banking income	\$ 3,517	\$ 1,133	\$ 7,691	\$ 2,735

Activity for capitalized mortgage servicing rights was as follows:

June 30, (in thousands)	2009	2008
Balance, beginning of period	\$ 5,809	\$ 6,706
Additions	4,205	1,661
Amortized to expense	(3,042)	(1,207)
Change in valuation allowance	1,255	-
Balance, end of period	\$ 8,227	\$ 7,160

Activity for the valuation allowance for capitalized mortgage servicing rights was as follows:

June 30, (in thousands)	2009	2008
Balance, beginning of period	\$ (1,255)	\$ -
Additions to expense	-	-
Decrease in valuation allowance for MSR impairment	1,255	-



Direct write downs	-	-
Balance, end of period	\$ -	\$ -

The fair value of MSR's was \$10.8 million and \$7.0 million at June 30, 2009 and December 31, 2008. The fair value at June 30, 2009 was calculated using a discount rate of 9% with prepayment speeds ranging from 120% to 420%, depending on the stratification of the specific MSR, and a weighted average default rate of 1.50%. The fair value for the year ended December 31, 2008 was calculated using a discount rate of 12% with prepayment speeds ranging from 187% to 509%, depending on the stratification of the specific MSR, and a weighted average default rate of 1.50%.

Due to the significant reduction in long-term interest rates during December of 2008, the fair value of the MSR portfolio declined as pre-payment speed assumptions were adjusted upwards resulting in an impairment charge of \$1.3 million for the fourth quarter and year ended December 31, 2008. During the first quarter of 2009, prepayment speed assumptions stabilized to levels similar to those assumed in the third quarter of 2008 and the Company reversed \$1.1 million from the valuation allowance. During the second quarter of 2009, the Company reversed the remaining impairment charge of \$122,000. There were no impairment charges recorded prior to the fourth quarter of 2008 and no MSR valuation allowance existed at June 30, 2009.

Mortgage Banking derivatives used in the ordinary course of business consist of mandatory forward sales contracts and rate lock loan commitments. Forward contracts represent future commitments to deliver loans at a specified price and date and are used to manage interest rate risk on loan commitments and mortgage loans held for sale. Rate lock commitments represent commitments to fund loans at a specific rate. These derivatives involve underlying items, such as interest rates, and are designed to transfer risk. Substantially all of these instruments expire within 90 days from the date of issuance. Notional amounts are amounts on which calculations and payments are based, but which do not represent credit exposure, as credit exposure is limited to the amounts required to be received or paid.

The Company adopted SFAS 161, “Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133” at the beginning of the first quarter of 2009, and has included the expanded disclosures required by that statement.

The following tables include the notional amounts and realized gain (loss) for mortgage banking derivatives recognized in Mortgage Banking income for the period end June 30, 2009 and December 31, 2008:

(in thousands)	June 30, 2009    December 31, 2008	
<b>Mandatory forward contracts:</b>		
Notional amount	\$    57,964	\$    43,865
Gain / (loss) on change in market value of forward contracts	333	(451)
<b>Rate lock loan commitments:</b>		
Notional amount	\$    25,187	