

WEST BANCORPORATION INC  
Form 10-Q  
April 26, 2012  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
For the quarterly period ended March 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-49677

WEST BANCORPORATION, INC.  
(Exact Name of Registrant as Specified in its Charter)

IOWA  
(State of Incorporation)

42-1230603  
(I.R.S. Employer Identification No.)

1601 22<sup>nd</sup> Street, West Des Moines, Iowa 50266

Telephone Number: (515) 222-2300

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

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 definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

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Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of April 25, 2012, there were 17,403,882 shares of common stock, no par value, outstanding.

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WEST BANCORPORATION, INC.

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

West Bancorporation, Inc. and Subsidiary  
Consolidated Balance Sheets  
(unaudited)

| (in thousands)  | March 31, 2012 | December 31,<br>2011 |
|---|----------------|----------------------|
| <b>ASSETS</b>   |                |                      |
| Cash and due from banks   | \$32,803       | \$35,772             |
| Federal funds sold  | 75,703         | 51,332               |
| Cash and cash equivalents   | 108,506        | 87,104               |
| Securities available for sale   | 306,188        | 283,145              |
| Federal Home Loan Bank stock, at cost   | 11,475         | 11,352               |
| Loans held for sale   | 901            | 4,089                |
| Loans   | 849,041        | 838,959              |
| Allowance for loan losses   | (16,651        | ) (16,778            |
| Loans, net  | 832,390        | 822,181              |
| Premises and equipment, net   | 5,871          | 5,396                |
| Accrued interest receivable   | 4,735          | 4,183                |
| Bank-owned life insurance   | 25,923         | 25,724               |
| Other real estate owned   | 9,963          | 10,967               |
| Deferred tax assets   | 7,849          | 8,409                |
| Other assets  | 7,403          | 6,974                |
| Total assets  | \$1,321,204    | \$1,269,524          |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                |                      |
| <b>LIABILITIES</b>  |                |                      |
| Deposits:   |                |                      |
| Noninterest-bearing demand  | \$272,018      | \$268,887            |
| Interest-bearing demand   | 163,553        | 158,141              |
| Savings   | 374,530        | 343,312              |
| Time of \$100,000 or more   | 73,756         | 98,743               |
| Other time  | 85,173         | 88,290               |
| Total deposits  | 969,030        | 957,373              |
| Federal funds purchased and securities sold under agreements to repurchase  | 93,496         | 55,841               |
| Subordinated notes  | 20,619         | 20,619               |
| Federal Home Loan Bank advances   | 105,000        | 105,000              |
| Accrued expenses and other liabilities  | 6,790          | 7,240                |
| Total liabilities   | 1,194,935      | 1,146,073            |
| <b>STOCKHOLDERS' EQUITY</b>   |                |                      |
| Preferred stock, \$0.01 par value; authorized 50,000,000 shares; no shares issued   | —              | —                    |
| and outstanding at March 31, 2012, and December 31, 2011  | —              | —                    |
| Common stock, no par value; authorized 50,000,000 shares; 17,403,882 shares issued and outstanding at March 31, 2012, and December 31, 2011 | 3,000          | 3,000                |
| Additional paid-in capital  | 33,687         | 33,687               |
| Retained earnings   | 88,696         | 86,110               |
| Accumulated other comprehensive income  | 886            | 654                  |

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|  |             |             |
|--|-------------|-------------|
| Total stockholders' equity                 | 126,269     | 123,451     |
| Total liabilities and stockholders' equity | \$1,321,204 | \$1,269,524 |

See accompanying Notes to Consolidated Financial Statements.

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Table of ContentsWest Bancorporation, Inc. and Subsidiary  
Consolidated Income Statements  
(unaudited)

| (in thousands, except per share data)                                      | Three Months Ended March 31, |          |
|--|------------------------------|----------|
|  | 2012                         | 2011     |
| Interest income:   |                              |          |
| Loans, including fees  | \$11,190                     | \$11,793 |
| Securities:  |                              |          |
| Taxable securities   | 971                          | 1,114    |
| Tax-exempt securities  | 503                          | 604      |
| Federal funds sold and other short-term investments                        | 42                           | 61       |
| Total interest income  | 12,706                       | 13,572   |
| Interest expense:  |                              |          |
| Demand deposits  | 294                          | 420      |
| Savings deposits   | 266                          | 284      |
| Time deposits  | 719                          | 1,161    |
| Federal funds purchased and securities sold under agreements to repurchase | 37                           | 46       |
| Subordinated notes   | 193                          | 176      |
| Long-term borrowings   | 1,019                        | 1,008    |
| Total interest expense   | 2,528                        | 3,095    |
| Net interest income  | 10,178                       | 10,477   |
| Provision for loan losses  | —                            | 500      |
| Net interest income after provision for loan losses                        | 10,178                       | 9,977    |
| Noninterest income:  |                              |          |
| Service charges on deposit accounts  | 730                          | 750      |
| Debit card usage fees  | 378                          | 347      |
| Trust services   | 204                          | 219      |
| Gains and fees on sales of residential mortgages                           | 747                          | 184      |
| Increase in cash value of bank-owned life insurance                        | 199                          | 221      |
| Gain from bank-owned life insurance  | —                            | 637      |
| Net impairment losses  | (46                          | ) —      |
| Realized securities (losses), net  | (33                          | ) —      |
| Other income   | 222                          | 313      |
| Total noninterest income   | 2,401                        | 2,671    |
| Noninterest expense:   |                              |          |
| Salaries and employee benefits   | 3,636                        | 3,055    |
| Occupancy  | 857                          | 816      |
| Data processing  | 501                          | 451      |
| FDIC insurance expense   | 166                          | 549      |
| Other real estate owned expense  | 82                           | 187      |
| Professional fees  | 292                          | 222      |
| Other expenses   | 1,331                        | 1,196    |
| Total noninterest expense  | 6,865                        | 6,476    |
| Income before income taxes   | 5,714                        | 6,172    |
| Income taxes   | 1,737                        | 1,642    |
| Net income   | 3,977                        | 4,530    |
| Preferred stock dividends and accretion of discount                        | —                            | (571     |
| Net income available to common stockholders                                | \$3,977                      | \$3,959  |

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|   |        |        |
|---|--------|--------|
| Basic and diluted earnings per common share | \$0.23 | \$0.23 |
| Cash dividends per common share             | \$0.08 | \$—    |

See accompanying Notes to Consolidated Financial Statements.

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Table of ContentsWest Bancorporation, Inc. and Subsidiary  
Consolidated Statements of Comprehensive Income  
(unaudited)

| (in thousands)  | Three Months Ended March 31, |         |   |
|---|------------------------------|---------|---|
|   | 2012                         | 2011    |   |
| Net income  | \$3,977                      | \$4,530 |   |
| Other comprehensive income, before tax:   |                              |         |   |
| Unrealized gains (losses) on securities for which a portion of an other than temporary impairment has been recorded in earnings before tax: |                              |         |   |
| Unrealized holding gains (losses) arising during the period   | (56                          | ) 88    |   |
| Less: reclassification adjustment for impairment losses realized in net income  | 46                           | —       |   |
| Net unrealized gains (losses) on securities with other than temporary impairment before tax expense   | (10                          | ) 88    |   |
| Unrealized gains on securities without other than temporary impairment before tax:  |                              |         |   |
| Unrealized holding gains arising during the period  | 352                          | 1,289   |   |
| Plus: reclassification adjustment for net losses realized in net income   | 33                           | —       |   |
| Net unrealized gains on other securities before tax expense   | 385                          | 1,289   |   |
| Other comprehensive income before tax   | 375                          | 1,377   |   |
| Tax expense related to other comprehensive income   | (143                         | ) (524  | ) |
| Other comprehensive income, net of tax:   | 232                          | 853     |   |
| Comprehensive income  | \$4,209                      | \$5,383 |   |

See accompanying Notes to Consolidated Financial Statements.

Table of ContentsWest Bancorporation, Inc. and  
Subsidiary  
Consolidated Statements of  
Stockholders' Equity  
(unaudited)

| (in thousands, except per share data)               | Preferred<br>Stock | Common<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total     |
|---|--------------------|-----------------|----------------------------------|----------------------|--|-----------|
| Balance, December 31, 2010                          | \$34,508           | \$3,000         | \$34,387                         | \$76,188             | \$ (2,647 )  | \$145,436 |
| Net income  | —                  | —               | —                                | 4,530                | —  | 4,530     |
| Other comprehensive income                          | —                  | —               | —                                | —                    | 853  | 853       |
| Preferred stock discount accretion                  | 121                | —               | —                                | (121 )               | —  | —         |
| Preferred stock dividends declared                  | —                  | —               | —                                | (450 )               | —  | (450 )    |
| Balance, March 31, 2011                             | \$34,629           | \$3,000         | \$34,387                         | \$80,147             | \$ (1,794 )  | \$150,369 |
| Balance, December 31, 2011                          | \$—                | \$3,000         | \$33,687                         | \$86,110             | \$ 654   | \$123,451 |
| Net income  | —                  | —               | —                                | 3,977                | —  | 3,977     |
| Other comprehensive income                          | —                  | —               | —                                | —                    | 232  | 232       |
| Cash dividends declared, \$0.08 per<br>common share | —                  | —               | —                                | (1,391 )             | —  | (1,391 )  |
| Balance, March 31, 2012                             | \$—                | \$3,000         | \$33,687                         | \$88,696             | \$ 886   | \$126,269 |

See accompanying Notes to Consolidated Financial Statements.

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West Bancorporation, Inc. and Subsidiary  
Consolidated Statements of Cash Flows  
(unaudited)

| (in thousands)   | Three Months Ended March 31, |           |
|--|------------------------------|-----------|
|  | 2012                         | 2011      |
| <b>Cash Flows from Operating Activities:</b>   |                              |           |
| Net income   | \$3,977                      | \$4,530   |
| Adjustments to reconcile net income to net cash provided by operating activities:          |                              |           |
| Provision for loan losses  | —                            | 500       |
| Net amortization and accretion   | 1,160                        | 733       |
| (Gain) loss on disposition of premises and equipment                                       | 4                            | (9        |
| Securities losses, net   | 33                           | —         |
| Investment securities impairment losses  | 46                           | —         |
| Gain on sale of loans  | (635                         | ) (158    |
| Proceeds from sales of loans held for sale   | 27,292                       | 12,703    |
| Originations of loans held for sale  | (23,469                      | ) (9,090  |
| Gain on sale of other real estate owned  | (86                          | ) (245    |
| Write-down of other real estate owned  | 123                          | 352       |
| Gain from bank-owned life insurance  | —                            | (637      |
| Increase in value of bank-owned life insurance   | (199                         | ) (221    |
| Depreciation   | 166                          | 143       |
| Deferred income taxes  | 417                          | 759       |
| Change in assets and liabilities:  |                              |           |
| (Increase) decrease in accrued interest receivable   | (552                         | ) 248     |
| (Increase) decrease in other assets  | (433                         | ) 1,076   |
| Decrease in accrued expenses and other liabilities   | (450                         | ) (276    |
| Net cash provided by operating activities  | 7,394                        | 10,408    |
| <b>Cash Flows from Investing Activities:</b>   |                              |           |
| Proceeds from sales, calls, and maturities of securities available for sale                | 22,021                       | 13,265    |
| Purchases of securities available for sale   | (45,925                      | ) (17,208 |
| Purchases of Federal Home Loan Bank stock  | (586                         | ) (209    |
| Proceeds from redemption of Federal Home Loan Bank stock                                   | 463                          | 78        |
| Net change in loans  | (9,497                       | ) 55,287  |
| Net proceeds from sales of other real estate owned   | 256                          | 3,599     |
| Proceeds from sales of premises and equipment  | —                            | 36        |
| Purchases of premises and equipment  | (645                         | ) (97     |
| Net cash provided by (used in) investing activities  | (33,913                      | ) 54,751  |
| <b>Cash Flows from Financing Activities:</b>   |                              |           |
| Net increase (decrease) in deposits  | 11,657                       | (21,998   |
| Net increase in federal funds purchased and securities sold under agreements to repurchase | 37,655                       | 4,640     |
| Net decrease in other short-term borrowings  | —                            | (1,175    |
| Common stock dividends paid  | (1,391                       | ) —       |
| Preferred stock dividends paid   | —                            | (450      |
| Net cash provided by (used in) financing activities  | 47,921                       | (18,983   |
| Net increase in cash and cash equivalents  | 21,402                       | 46,176    |
| <b>Cash and Cash Equivalents:</b>  |                              |           |
| Beginning  | 87,104                       | 87,954    |

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|  |            |            |
|--|------------|------------|
| Ending   | \$ 108,506 | \$ 134,130 |
| Supplemental Disclosures of Cash Flow Information:                     |            |            |
| Cash payments for:   |            |            |
| Interest   | \$2,625    | \$3,508    |
| Income taxes   | 286        | 451        |
| Supplemental Disclosure of Noncash Investing and Financing Activities: |            |            |
| Transfer of loans to other real estate owned                           | \$ 114     | \$780      |
| Sale of OREO financed by issuance of a loan                            | 800        | —          |
| See accompanying Notes to Consolidated Financial Statements.           |            |            |

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West Bancorporation, Inc. and Subsidiary  
Notes to Consolidated Financial Statements  
(unaudited)  
(in thousands, except per share information)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared by West Bancorporation, Inc. (the Company) pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to such rules and regulations. Although management believes that the disclosures are adequate to make the information presented understandable, it is suggested that these interim consolidated financial statements be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2011. In the opinion of management, the accompanying consolidated financial statements contain all adjustments necessary to present fairly the financial position as of March 31, 2012, and December 31, 2011, and the results of operations, comprehensive income, and cash flows for the three months ended March 31, 2012 and 2011. The results for these interim periods may not be indicative of results for the entire year or for any other period.

The consolidated financial statements have been prepared in conformity with generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB). References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification™, sometimes referred to as the Codification or ASC. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses for the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term are the fair value of financial instruments and other than temporary impairment (OTTI), the valuation of other real estate owned, and the allowance for loan losses.

The accompanying consolidated financial statements include the accounts of the Company, West Bank, West Bank's wholly-owned subsidiary WB Funding Corporation (which owns an interest in a partnership), and West Bank's 99.99 percent owned subsidiary ICD IV, LLC (a community development entity). All significant intercompany transactions and balances have been eliminated in consolidation. In accordance with GAAP, West Bancorporation Capital Trust I is recorded on the books of the Company using the equity method of accounting and is not consolidated.

Certain items in the financial statements as of March 31, 2011, were reclassified to be consistent with the classifications used in the March 31, 2012, financial statements. The reclassification had no effect on net income or stockholders' equity.

Current accounting developments: In April 2011, the FASB issued guidance to improve the accounting for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. This guidance removes from the assessment of effective control in the accounting for repurchase agreements (a) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (b) the collateral maintenance implementation guidance related to that criterion. The guidance is effective for the first interim and annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

In May 2011, the FASB issued amended guidance to improve the comparability of fair value measurements presented and disclosed in financial statements made in accordance with GAAP and International Financial Reporting

Standards. The guidance does not extend the use of fair value accounting, but provides guidance on how it should be applied in situations where it is already required or permitted. The guidance is included in the Codification as part of ASC 820. The guidance is effective for public companies during interim and annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

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In June 2011, the FASB issued amended guidance for improving the comparability of financial reporting and to increase the prominence of items reported in other comprehensive income. The guidance eliminated the option to present components of other comprehensive income as part of the changes in stockholders' equity and requires all nonowner changes in stockholders' equity to be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The guidance also requires entities to present all reclassification adjustments from other comprehensive income to net income on the face of the financial statements. The guidance did not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. This guidance is included in the Codification as part of ASC 220. The guidance is effective for public companies during interim and annual periods beginning after December 15, 2011 and early adoption was permitted. The Company adopted this guidance effective June 30, 2011. The adoption did not have a material impact on the Company's consolidated financial statements.

## 2. Critical Accounting Policies

Management has identified its most critical accounting policies to be those related to asset impairment judgments, including fair value and OTTI of available for sale investment securities, the valuation of other real estate owned, and the allowance for loan losses.

Securities available for sale are reported at fair value, with unrealized gains and losses reported as a separate component of accumulated other comprehensive income, net of deferred income taxes. The Company evaluates each of its investment securities whose value has declined below amortized cost to determine whether the decline in fair value is OTTI. The investment portfolio is evaluated for OTTI by segregating the portfolio into two segments and applying the appropriate OTTI model. Investment securities classified as available for sale are generally evaluated for OTTI under FASB ASC 320, Investments - Debt and Equity Securities. However, certain purchased beneficial interests in securitized financial assets, including asset-backed securities and collateralized debt obligations that had credit ratings below AA at the time of purchase, are evaluated using the model outlined in FASB ASC 325, Beneficial Interests in Securitized Financial Assets.

In determining OTTI under the FASB ASC 320 model, the review takes into consideration the severity and duration of the decline in fair value, the length of time expected for recovery, the financial condition of the issuer, and other qualitative factors, as well as whether the Company intends to sell the security or whether it is more likely than not the Company will be required to sell the debt security before its anticipated recovery.

Under the FASB ASC 325 model for the second segment of the portfolio, the Company compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. An OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

When OTTI occurs under either model, the amount of the OTTI recognized in earnings depends on whether the Company intends to sell the security or whether it is more likely than not it will be required to sell the security before recovery of its amortized cost basis. If the Company intends to sell or it is more likely than not it will be required to sell the security before recovery of its amortized cost basis, the OTTI is recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is not more likely than not that the entity will be required to sell before recovery of its amortized cost basis, the OTTI is separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total OTTI related to the credit loss is determined based on the present value of cash flows expected to be collected, using the original yield as the discount rate, and is recognized in earnings. The amount of the total OTTI related to other factors is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the OTTI recognized in earnings becomes the new amortized cost basis of the investment. The assessment of whether an OTTI exists involves a high degree of subjectivity and

judgment and is based on the information available to management at the time.

Other real estate owned includes real estate properties acquired through or in lieu of foreclosure. They are initially recorded at fair value less estimated selling costs. After foreclosure, valuations are performed by management at least annually by obtaining updated appraisals or other market information. Any subsequent write-downs are recorded as a charge to operations.



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The allowance for loan losses is established through a provision for loan losses charged to expense. Loans are charged against the allowance for loan losses when management believes that collectibility of the principal is unlikely. The Company has policies and procedures for evaluating the overall credit quality of its loan portfolio, including timely identification of potential problem loans. On a quarterly basis, management reviews the appropriate level for the allowance for loan losses, incorporating a variety of risk considerations, both quantitative and qualitative. Quantitative factors include the Company's historical loss experience, delinquency and charge-off trends, collateral values, known information about individual loans, and other factors. Qualitative factors include the general economic environment in the Company's market areas and the expected trend of those economic conditions. While management uses the best information available to make its evaluations, future adjustments to the allowance may be necessary if there are significant changes in economic conditions or the other factors relied upon. To the extent actual results differ from forecasts and management's judgment, the allowance for loan losses may be greater or less than future charge-offs.

## 3. Securities Available for Sale

For securities available for sale, the following tables show the amortized cost, unrealized gains and losses (pre-tax) included in accumulated other comprehensive income, and estimated fair value by security type as of March 31, 2012, and December 31, 2011.

|  | March 31, 2012    |                              |                                 |               |
|--|-------------------|------------------------------|---------------------------------|---------------|
|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>(Losses) | Fair<br>Value |
| U.S. government agencies and corporations          | \$ 17,629         | \$ 304                       | \$(118)                         | ) \$ 17,815   |
| State and political subdivisions                   | 51,808            | 2,270                        | (223)                           | ) 53,855      |
| Collateralized mortgage obligations <sup>(1)</sup> | 189,880           | 3,028                        | (458)                           | ) 192,450     |
| Mortgage-backed securities <sup>(1)</sup>          | 38,645            | 773                          | (31)                            | ) 39,387      |
| Trust preferred securities                         | 6,061             | —                            | (4,115)                         | ) 1,946       |
| Corporate notes and other investments              | 735               | —                            | —                               | ) 735         |
|  | \$ 304,758        | \$ 6,375                     | \$(4,945)                       | ) \$ 306,188  |
|  | December 31, 2011 |                              |                                 |               |
|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>(Losses) | Fair<br>Value |
| U.S. government agencies and corporations          | \$ 12,644         | \$ 371                       | \$(12)                          | ) \$ 13,003   |
| State and political subdivisions                   | 50,172            | 2,398                        | (53)                            | ) 52,517      |
| Collateralized mortgage obligations <sup>(1)</sup> | 173,438           | 2,301                        | (241)                           | ) 175,498     |
| Mortgage-backed securities <sup>(1)</sup>          | 34,967            | 706                          | (37)                            | ) 35,636      |
| Trust preferred securities                         | 6,105             | —                            | (4,094)                         | ) 2,011       |
| Corporate notes and other investments              | 4,764             | —                            | (284)                           | ) 4,480       |
|  | \$ 282,090        | \$ 5,776                     | \$(4,721)                       | ) \$ 283,145  |

All collateralized mortgage obligations and mortgage-backed securities consist of residential mortgage

(1) pass-through securities guaranteed by GNMA or issued by FNMA, and real estate mortgage investment conduits guaranteed by FHLMC or GNMA.

Securities with an amortized cost of \$88,902 and \$96,062 as of March 31, 2012, and December 31, 2011, respectively, were pledged as collateral on securities sold under agreements to repurchase and for other purposes as required or permitted by law or regulation. Securities sold under agreements to repurchase are held in safekeeping at a correspondent bank on behalf of the Company.



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The amortized cost and fair value of securities available for sale as of March 31, 2012, by contractual maturity are shown below. Certain securities have call features that allow the issuer to call the securities prior to maturity. Expected maturities may differ from contractual maturities in collateralized mortgage obligations and mortgage-backed securities because principal payments are typically collected sooner than scheduled due to prepayments by the underlying borrowers. Therefore, collateralized mortgage obligations and mortgage-backed securities are not included in the maturity categories within the summary.

|  | March 31, 2012 |            |
|--|----------------|------------|
|  | Amortized Cost | Fair Value |
| Due in one year or less  | \$1,154        | \$1,162    |
| Due after one year through five years                              | 22,213         | 22,213     |
| Due after five years through ten years                             | 21,186         | 22,275     |
| Due after ten years  | 31,680         | 28,701     |
|  | 76,233         | 74,351     |
| Collateralized mortgage obligations and mortgage-backed securities | 228,525        | 231,837    |
|  | \$304,758      | \$306,188  |

The details of the sales of securities for the three months ended March 31, 2012 and 2011, are summarized in the following table.

|                       | Three Months Ended March 31, |      |
|-----------------------|------------------------------|------|
|                       | 2012                         | 2011 |
| Proceeds from sales   | \$3,960                      | \$—  |
| Gross gains on sales  | —                            | —    |
| Gross losses on sales | 33                           | —    |

The following tables show the fair value and gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous loss position, as of March 31, 2012, and December 31, 2011.

|   | March 31, 2012      |                           |                     |                           |            |                           |
|---|---------------------|---------------------------|---------------------|---------------------------|------------|---------------------------|
|   | Less than 12 months |                           | 12 months or longer |                           | Total      |                           |
|   | Fair Value          | Gross Unrealized (Losses) | Fair Value          | Gross Unrealized (Losses) | Fair Value | Gross Unrealized (Losses) |
| U.S. government agencies and corporations | \$14,867            | \$(118)                   | \$—                 | \$—                       | \$14,867   | \$(118)                   |
| State and political subdivisions          | 4,051               | (185)                     | 3,105               | (38)                      | 7,156      | (223)                     |
| Collateralized mortgage obligations       | 41,707              | (458)                     | —                   | —                         | 41,707     | (458)                     |
| Mortgage-backed securities                | 5,193               | (31)                      | —                   | —                         | 5,193      | (31)                      |
| Trust preferred securities                | —                   | —                         | 1,946               | (4,115)                   | 1,946      | (4,115)                   |
|   | \$65,818            | \$(792)                   | \$5,051             | \$(4,153)                 | \$70,869   | \$(4,945)                 |

|   | December 31, 2011   |                           |                     |                           |            |                           |
|---|---------------------|---------------------------|---------------------|---------------------------|------------|---------------------------|
|   | Less than 12 months |                           | 12 months or longer |                           | Total      |                           |
|   | Fair Value          | Gross Unrealized (Losses) | Fair Value          | Gross Unrealized (Losses) | Fair Value | Gross Unrealized (Losses) |
| U.S. government agencies and corporations | \$4,988             | \$(12)                    | \$—                 | \$—                       | \$4,988    | \$(12)                    |
| State and political subdivisions          | —                   | —                         | 3,090               | (53)                      | 3,090      | (53)                      |
| Collateralized mortgage obligations       | 38,175              | (241)                     | —                   | —                         | 38,175     | (241)                     |
| Mortgage-backed securities                | 17,898              | (37)                      | —                   | —                         | 17,898     | (37)                      |

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|                                       |          |        |           |          |            |          |   |
|---------------------------------------|----------|--------|-----------|----------|------------|----------|---|
| Trust preferred securities            | —        | —      | 2,011     | (4,094   | ) 2,011    | (4,094   | ) |
| Corporate notes and other investments | —        | —      | 3,708     | (284     | ) 3,708    | (284     | ) |
|                                       | \$61,061 | \$(290 | ) \$8,809 | \$(4,431 | ) \$69,870 | \$(4,721 | ) |

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See Note 2 for a discussion of financial reporting for securities with unrealized losses. As of March 31, 2012, the available for sale investment portfolio included two municipal securities and two trust preferred securities (TPS) with unrealized losses that have existed for longer than one year.

The Company believes the unrealized losses on investments in U.S. government agency securities, municipal obligations, collateralized mortgage obligations and mortgage-backed securities are due to market conditions, not reduced estimated cash flows. The Company does not have the intent to sell these securities, does not anticipate that these securities will be required to be sold before anticipated recovery, and expects full principal and interest to be collected. Therefore, the Company does not consider these investments to have OTTI at March 31, 2012.

The Company believes the unrealized loss of \$976 on an investment in one single-issuer TPS issued by Heartland Financial, USA, Inc. is due to market conditions, not reduced estimated cash flows. The Company does not have the intent to sell this security, does not anticipate that this security will be required to be sold before anticipated recovery, and expects full principal and interest will be collected. Therefore, the Company does not consider this investment to have OTTI at March 31, 2012.

As of March 31, 2012, the Company had one pooled TPS, ALESCO Preferred Funding X, Ltd., it considered to be OTTI. The Company engaged an independent consulting firm to assist in the valuation of this security. Based on that valuation, management determined the security had an estimated fair value of \$1,189 at March 31, 2012. The consulting firm first evaluated the credit quality of each of the 77 underlying issuers within the pool by reviewing a comprehensive database of financial information and/or publicly-filed financial statements. On the basis of this information and a review of historical industry default data and current and near-term operating conditions, default and recovery probabilities for each underlying issuer within the asset were estimated. For issuers who had already defaulted, no recovery was assumed. For deferring issuers, an assumption was made that the majority of deferring issuers will continue to defer and will eventually default. Each deferring issuer is reviewed on a case-by-case basis and, in some instances, a probability is assigned that the deferral will ultimately be cured. The issuer-specific assumptions are then aggregated into cumulative weighted-average default, recovery, and prepayment probabilities. The collateral prepayment assumptions were affected by the view that the terms and pricing of TPSs and subordinated debt issued by banks and insurance companies were so aggressive that it is unlikely that such financing will become available in the foreseeable future. Therefore, the assumption was made that no issuer will prepay over the life of the TPS. In light of generally weak collateral credit performance and a challenging U.S. credit and real estate environment, the assumptions generally imply more issuer defaults during the next two to three years than those that had been experienced historically, and a gradual leveling off of defaults thereafter.

In accordance with ASC 325, a discounted cash flow model was used to determine the estimated fair value of this security. The methodology for determining the appropriate discount rate for a TPS for purposes of determining fair value combines an evaluation of current market yields for comparable corporate and structured credit products with an evaluation of the risks associated with the TPS cash flows. As a result of this analysis and due to the fixed-rate nature of the instrument's contractual interest cash flows, a discount rate of the three-month LIBOR plus 14 percent (a lifetime average all-in discount rate of approximately 17 percent) was used for determination of fair value as of March 31, 2012, and an all-in discount rate of approximately 18 percent was used as of December 31, 2011. For purposes of determining any credit loss, projected cash flows were discounted at the original rate of three-month LIBOR plus 1.25 percent. Future fair value estimates for this security may vary due to changes in market interest rates and credit performance of the underlying collateral. Any additional deferrals or defaults of the underlying issuers will have a negative impact on the value of the pooled TPS, because there is no excess collateral to absorb any future defaults.

Based on the valuation work performed, an additional credit loss of \$46 was recognized in first quarter 2012 earnings and none was recognized in the first quarter of 2011. The remaining unrealized loss of \$3,139 is reflected in

accumulated other comprehensive income, net of taxes of \$1,193. The Company will continue to periodically estimate the present value of cash flows expected to be collected over the life of the security.

The following table provides a roll forward of the amount of credit-related losses recognized in earnings for the three months ended March 31, 2012 and 2011.

|   | Three Months Ended March 31, |       |
|---|------------------------------|-------|
|   | 2012                         | 2011  |
| Balance at beginning of period  | \$526                        | \$427 |
| Current period credit loss recognized in earnings                                 | 46                           | —     |
| Reductions for securities sold during the period                                  | —                            | —     |
| Reductions for securities where there is an intent to sell or requirement to sell | —                            | —     |
| Reductions for increases in cash flows expected to be collected                   | —                            | —     |
| Balance at end of period  | \$572                        | \$427 |

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## 4. Loans and Allowance for Loan Losses

Loans consist of the following segments as of March 31, 2012, and December 31, 2011.

|  | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Commercial                               | \$256,854      | \$255,702         |
| Real estate:                             |                |                   |
| Construction, land, and land development | 104,006        | 101,607           |
| 1-4 family residential first mortgages   | 62,703         | 63,218            |
| Home equity                              | 23,080         | 26,423            |
| Commercial                               | 397,047        | 386,137           |
| Consumer and other loans                 | 5,516          | 6,155             |
|  | 849,206        | 839,242           |
| Net unamortized fees and costs           | 165            | 283               |
|  | \$849,041      | \$838,959         |

Real estate loans of approximately \$350,000 and \$337,000 were pledged as security for FHLB advances as of March 31, 2012 and December 31, 2011, respectively.

Loans are stated at the principal amounts outstanding, net of unamortized loan fees and costs, with interest income recognized on the interest method based upon those outstanding loan balances. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method. Loans are reported by the portfolio segments identified above and are analyzed by management on this basis. All loan policies identified below apply to all segments of the loan portfolio.

Delinquencies are determined based on the payment terms of the individual loan agreements. The accrual of interest on past due and other impaired loans is generally discontinued at 90 days or when, in the opinion of management, the borrower may be unable to make all contractual payments pursuant to contractual terms. Unless considered collectible, all interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income, if accrued in the current year, or charged to the allowance for loan losses, if accrued in the prior year. Generally, all payments received while a loan is on nonaccrual status are applied to the principal balance of the loan. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

A loan is classified as a troubled debt restructured (TDR) loan when the Company concludes that a borrower is experiencing financial difficulties and a concession was granted that would not otherwise be considered. Concessions may include a restructuring of the terms of a loan to alleviate the burden on the borrower's cash requirements, such as an extension of the payment terms beyond the original maturity date or a change in the interest rate charged. TDR loans with extended payment terms are accounted for as impaired until performance is established. A change to the interest rate would change the classification of a loan to a TDR loan if the restructured loan yields a rate which is below a market rate for that of a new loan with comparable risk. TDR loans with below market rates are considered impaired until fully collected. TDR loans may be reported as nonaccrual rather than TDR, if they are not performing per the restructured terms.

Based upon its ongoing assessment of credit quality within the loan portfolio, the Company maintains a Watch List, which includes classified loans. These loans involve the anticipated potential for payment defaults or collateral inadequacies. A loan on the Watch List is considered impaired when management believes it is probable the Company will be unable to collect all contractual principal and interest payments due in accordance with the terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. The amount of impairment, if any, and any subsequent changes are

included in the allowance for loan losses.



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The following table sets forth the recorded investment in nonperforming loans, disaggregated by segment, held by the Company as of March 31, 2012, and December 31, 2011. The recorded investment represents principal balances net of any partial charge-offs. Related accrued interest and net unamortized fees and costs are immaterial and are excluded from the table.

|  | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Nonaccrual loans:  |                |                   |
| Commercial   | \$ 800         | \$ 800            |
| Real estate:   |                |                   |
| Construction, land, and land development                 | 4,220          | 4,220             |
| 1-4 family residential first mortgages                   | 907            | 923               |
| Home equity  | —              | —                 |
| Commercial   | 2,629          | 2,629             |
| Consumer and other loans                                 | —              | —                 |
| Total nonaccrual loans                                   | 8,556          | 8,572             |
| Loans past due 90 days and still accruing interest:      |                |                   |
| Commercial   | —              | —                 |
| Real estate:   |                |                   |
| Construction, land, and land development                 | —              | —                 |
| 1-4 family residential first mortgages                   | —              | —                 |
| Home equity  | —              | —                 |
| Commercial   | —              | —                 |
| Consumer and other loans                                 | —              | —                 |
| Total loans past due 90 days and still accruing interest | —              | —                 |
| Troubled debt restructured loans <sup>(1)</sup> :        |                |                   |
| Commercial   | 28             | —                 |
| Real estate:   |                |                   |
| Construction, land, and land development                 | 1,089          | 1,094             |
| 1-4 family residential first mortgages                   | 170            | 171               |
| Home equity  | —              | —                 |
| Commercial   | 848            | 856               |
| Consumer and other loans                                 | —              | —                 |
| Total troubled debt restructured loans                   | 2,135          | 2,121             |
| Total nonperforming loans                                | \$10,691       | \$10,693          |

While TDR loans are commonly reported by the industry as nonperforming, those not classified in the nonaccrual (1) category are accruing interest due to payment performance. TDR loans on nonaccrual status would be included in the nonaccrual category if there were any, however, there were none at these dates.

The following table shows the pre- and post-modification recorded investment in TDR loans by type of modification and loan segment that have occurred during the three months ended March 31, 2012.

|  | Three Months Ended March 31, 2012 |  |   |
|--|-----------------------------------|--|---|
|  | Number of Loans                   | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment |
| Lengthened amortization:                 |                                   |  |   |
| Commercial                               | 1                                 | \$28   | \$28  |
| Real estate:                             |                                   |  |   |
| Construction, land, and land development | —                                 | —  | —   |
| 1-4 family residential first mortgages   | —                                 | —  | —   |
| Home equity                              | —                                 | —  | —   |

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|                          |   |      |      |
|--------------------------|---|------|------|
| Commercial               | — | —    | —    |
| Consumer and other loans | — | —    | —    |
|                          | 1 | \$28 | \$28 |

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There was no financial impact for specific reserves or from charge-offs for the modified loan included in the previous table. There were no TDR loans that have been modified within the previous twelve months and have subsequently had a payment default during the three months ended March 31, 2012.

The following tables summarize the recorded investment in impaired loans by segment, broken down by loans with no related allowance and loans with a related allowance and the amount of that allowance as of March 31, 2012, and December 31, 2011, and the average recorded investment and interest income recognized on these loans for the three months ended March 31, 2012 and March 31, 2011.

|  | March 31, 2012      |                          |                   | December 31, 2011   |                          |                   |
|--|---------------------|--------------------------|-------------------|---------------------|--------------------------|-------------------|
|  | Recorded Investment | Unpaid Principal Balance | Related Allowance | Recorded Investment | Unpaid Principal Balance | Related Allowance |
| With no related allowance recorded:      |                     |                          |                   |                     |                          |                   |
| Commercial                               | \$827               | \$827                    | N/A               | \$800               | \$800                    | N/A               |
| Real Estate:                             |                     |                          |                   |                     |                          |                   |
| Construction, land, and land development | —                   | —                        | N/A               | —                   | —                        | N/A               |
| 1-4 family residential                   | 1,077               | 1,092                    | N/A               | 1,094               | 1,094                    | N/A               |
| Home equity                              | —                   | —                        | N/A               | —                   | —                        | N/A               |
| Commercial                               | 3,478               | 4,671                    | N/A               | 3,484               | 4,678                    | N/A               |
| Consumer and other                       | —                   | —                        | N/A               | —                   | —                        | N/A               |
|  | 5,382               | 6,590                    | N/A               | 5,378               | 6,572                    | N/A               |
| With an allowance recorded:              |                     |                          |                   |                     |                          |                   |
| Commercial                               | 7                   | 7                        | \$—               | 4,577               | 4,577                    | \$100             |
| Real Estate:                             |                     |                          |                   |                     |                          |                   |
| Construction, land, and land development | 16,466              | 16,466                   | 2,630             | 17,359              | 17,359                   | 2,630             |
| 1-4 family residential                   | 743                 | 743                      | 113               | 283                 | 283                      | 84                |
| Home equity                              | —                   | —                        | —                 | 156                 | 156                      | 156               |
| Commercial                               | 1,269               | 1,269                    | 200               | 1,278               | 1,278                    | 200               |
| Consumer and other                       | 32                  | 32                       | 11                | 42                  | 42                       | 12                |
|  | 18,517              | 18,517                   | 2,954             | 23,695              | 23,695                   | 3,182             |
| Total:                                   |                     |                          |                   |                     |                          |                   |
| Commercial                               | 834                 | 834                      | —                 | 5,377               | 5,377                    | 100               |
| Real Estate:                             |                     |                          |                   |                     |                          |                   |
| Construction, land, and land development | 16,466              | 16,466                   | 2,630             | 17,359              | 17,359                   | 2,630             |
| 1-4 family residential                   | 1,820               | 1,835                    | 113               | 1,377               | 1,377                    | 84                |
| Home equity                              | —                   | —                        | —                 | 156                 | 156                      | 156               |
| Commercial                               | 4,747               | 5,940                    | 200               | 4,762               | 5,956                    | 200               |
| Consumer and other                       | 32                  | 32                       | 11                | 42                  | 42                       | 12                |
|  | \$23,899            | \$25,107                 | \$2,954           | \$29,073            | \$30,267                 | \$3,182           |

N/A - Not applicable.

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|  | Three months ended<br>March 31, 2012 |                                  | Three months ended<br>March 31, 2011 |                                  |
|--|--------------------------------------|----------------------------------|--------------------------------------|----------------------------------|
|  | Average<br>Recorded<br>Investment    | Interest<br>Income<br>Recognized | Average<br>Recorded<br>Investment    | Interest<br>Income<br>Recognized |
| With no related allowance recorded:      |                                      |                                  |                                      |                                  |
| Commercial                               | \$ 807                               | \$—                              | \$2,261                              | \$—                              |
| Real Estate:                             |                                      |                                  |                                      |                                  |
| Construction, land, and land development | 2,110                                | —                                | 138                                  | 2                                |
| 1-4 family residential                   | 1,089                                | 1                                | 989                                  | 1                                |
| Home equity                              | —                                    | —                                | 24                                   | —                                |
| Commercial                               | 3,510                                | 20                               | 5,688                                | 40                               |
| Consumer and other                       | —                                    | —                                | 13                                   | —                                |
|  | 7,516                                | 21                               | 9,113                                | 43                               |
| With an allowance recorded:              |                                      |                                  |                                      |                                  |
| Commercial                               | 2,290                                | 24                               | 6,997                                | 65                               |
| Real Estate:                             |                                      |                                  |                                      |                                  |
| Construction, land, and land development | 15,023                               | 161                              | 14,004                               | 173                              |
| 1-4 family residential                   | 390                                  | 7                                | 124                                  | —                                |
| Home equity                              | 78                                   | —                                | —                                    | —                                |
| Commercial                               | 1,273                                | 24                               | —                                    | —                                |
| Consumer and other                       | 37                                   | 1                                | 44                                   | 1                                |
|  | 19,091                               | 217                              | 21,169                               | 239                              |
| Total:                                   |                                      |                                  |                                      |                                  |
| Commercial                               | 3,097                                | 24                               | 9,258                                | 65                               |
| Real Estate:                             |                                      |                                  |                                      |                                  |
| Construction, land, and land development | 17,133                               | 161                              | 14,142                               | 175                              |
| 1-4 family residential                   | 1,479                                | 8                                | 1,113                                | 1                                |
| Home equity                              | 78                                   | —                                | 24                                   | —                                |
| Commercial                               | 4,783                                | 44                               | 5,688                                | 40                               |
| Consumer and other                       | 37                                   | 1                                | 57                                   | 1                                |
|  | \$26,607                             | \$238                            | \$30,282                             | \$282                            |

The following table reconciles the balance of nonaccrual loans with impaired loans as of March 31, 2012, and December 31, 2011.

|  | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Nonaccrual loans                             | \$8,556        | \$8,572           |
| Troubled debt restructured loans             | 2,135          | 2,121             |
| Other impaired loans still accruing interest | 13,208         | 18,380            |
| Total impaired loans                         | \$23,899       | \$29,073          |

The balance of impaired loans at March 31, 2012 and December 31, 2011, was comprised of 16 different borrowers. The Company has no commitments to advance additional funds on any of the impaired loans.

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The following tables provide an analysis of the payment status of the recorded investment in loans as of March 31, 2012, and December 31, 2011.

| March 31, 2012                              |                           |                        |  |                   |           |                |                                  |
|---|---------------------------|------------------------|--|-------------------|-----------|----------------|----------------------------------|
|   | 30-59<br>Days Past<br>Due | 60-89 Days<br>Past Due | Greater<br>Than 90<br>Days<br>Past Due | Total<br>Past Due | Current   | Total<br>Loans | 90 Days<br>and Still<br>Accruing |
| Commercial                                  | \$291                     | \$—                    | \$—                                    | \$291             | \$256,563 | \$256,854      | \$—                              |
| Real estate:                                |                           |                        |  |                   |           |                |                                  |
| Construction, land, and<br>land development | —                         | —                      | 4,220                                  | 4,220             | 99,786    | 104,006        | —                                |
| 1-4 family residential<br>first mortgages   | 924                       | —                      | 809                                    | 1,733             | 60,970    | 62,703         | —                                |
| Home equity                                 | 5                         | —                      | —                                      | 5                 | 23,075    | 23,080         | —                                |
| Commercial                                  | 246                       | —                      | 2,519                                  | 2,765             | 394,282   | 397,047        | —                                |
| Consumer and other                          | 5                         | —                      | —                                      | 5                 | 5,511     | 5,516          | —                                |
| Total                                       | \$1,471                   | \$—                    | \$7,548                                | \$9,019           | \$840,187 | \$849,206      | \$—                              |
| Nonaccrual loans included<br>above          | \$—                       | \$—                    | \$7,548                                | \$7,548           | \$1,008   | \$8,556        | N/A                              |
| December 31, 2011                           |                           |                        |  |                   |           |                |                                  |
|   | 30-59<br>Days Past<br>Due | 60-89 Days<br>Past Due | Greater<br>Than 90<br>Days<br>Past Due | Total<br>Past Due | Current   | Total<br>Loans | 90 Days<br>and Still<br>Accruing |
| Commercial                                  | \$179                     | \$1                    | \$—                                    | \$180             | \$255,522 | \$255,702      | \$—                              |
| Real estate:                                |                           |                        |  |                   |           |                |                                  |
| Construction, land, and<br>land development | 4,220                     | —                      | —                                      | 4,220             | 97,387    | 101,607        | —                                |
| 1-4 family residential<br>first mortgages   | 703                       | 6                      | 809                                    | 1,518             | 61,700    | 63,218         | —                                |
| Home equity                                 | 47                        | 75                     | —                                      | 122               | 26,301    | 26,423         | —                                |
| Commercial                                  | —                         | 60                     | 2,434                                  | 2,494             | 383,643   | 386,137        | —                                |
| Consumer and other                          | 1                         | —                      | —                                      | 1                 | 6,154     | 6,155          | —                                |
| Total                                       | \$5,150                   | \$142                  | \$3,243                                | \$8,535           | \$830,707 | \$839,242      | \$—                              |
| Nonaccrual loans included<br>above          | \$4,235                   | \$60                   | \$3,243                                | \$7,538           | \$1,034   | \$8,572        | N/A                              |

N/A - Not applicable

The following tables show the recorded investment in loans by credit quality indicator and loan segment as of March 31, 2012, and December 31, 2011.

|  | March 31, 2012 |         |             |          |           |
|--|----------------|---------|-------------|----------|-----------|
|  | Pass           | Watch   | Substandard | Doubtful | Total     |
| Commercial                               | \$233,311      | \$5,777 | \$17,766    | \$—      | \$256,854 |
| Real estate:                             |                |         |             |          |           |
| Construction, land, and land development | 83,326         | 454     | 20,226      | —        | 104,006   |
| 1-4 family residential first mortgages   | 59,883         | 724     | 2,096       | —        | 62,703    |
| Home equity                              | 22,644         | 348     | 88          | —        | 23,080    |
| Commercial                               | 377,738        | 6,167   | 13,142      | —        | 397,047   |

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|                    |           |          |          |     |           |
|--------------------|-----------|----------|----------|-----|-----------|
| Consumer and other | 5,427     | 57       | 32       | —   | 5,516     |
| Total              | \$782,329 | \$13,527 | \$53,350 | \$— | \$849,206 |

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|  | December 31, 2011 |          |             |          |           |
|--|-------------------|----------|-------------|----------|-----------|
|  | Pass              | Watch    | Substandard | Doubtful | Total     |
| Commercial                               | \$227,088         | \$10,458 | \$18,156    | \$—      | \$255,702 |
| Real estate:                             |                   |          |             |          |           |
| Construction, land, and land development | 78,402            | 2,087    | 21,118      | —        | 101,607   |
| 1-4 family residential first mortgages   | 60,474            | 664      | 2,080       | —        | 63,218    |
| Home equity                              | 25,987            | 280      | 156         | —        | 26,423    |
| Commercial                               | 367,094           | 6,209    | 12,834      | —        | 386,137   |
| Consumer and other                       | 6,029             | 72       | 54          | —        | 6,155     |
| Total                                    | \$765,074         | \$19,770 | \$54,398    | \$—      | \$839,242 |

All loans are subject to the assessment of a credit quality indicator. Risk ratings are assigned for each loan at the time of approval and change as circumstances dictate during the term of the loan. The Company utilizes a 9-point risk rating scale as shown below, with ratings 1 - 5 included in the Pass column, rating 6 included in the Watch column, ratings 7 - 8 included in the Substandard column, and rating 9 included in the Doubtful column. The Substandard column includes all loans classified as impaired as well as loans with ratings 7 and 8, which are included in the general evaluation of the allowance for loan losses.

Risk rating 1: The loan is secured by cash equivalent collateral.

Risk rating 2: The loan is secured by properly margined marketable securities, bonds, or cash surrender value of life insurance.

Risk rating 3: The borrower is in strong financial condition and has strong debt service capacity. The loan is performing as agreed and the financial characteristics and trends of the borrower exceed industry statistics.

Risk rating 4: The borrower is in satisfactory financial condition and has satisfactory debt service capacity. The loan is performing as agreed and the financial characteristics and trends of the borrower fall in line with industry statistics.

Risk rating 5: The borrower's financial condition is less than satisfactory. The loan is still generally paying as agreed, but strained cash flow may cause some slowness in payments. Collateral values adequately preclude loss. Financial characteristics and trends lag industry statistics. There may be noncompliance with loan covenants.

Risk rating 6: The borrower's financial condition is deficient. Payment delinquencies may be more common. Collateral values still protect from loss, but margins are narrow. Loan may be reliant on secondary sources of repayment, including liquidation of collateral and guarantor support.

Risk rating 7: The loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Well-defined weaknesses exist that jeopardize the liquidation of the debt. The Company is inadequately protected by the valuation or paying capacity of the collateral pledged. If deficiencies are not corrected, there is a distinct possibility that a loss will be sustained.

Risk rating 8: All the characteristics of rating 7 exist with the added condition that the loan is past due more than 90 days or there is reason to believe the Company will not receive its principal and interest according to the terms of the loan agreement.

Risk rating 9: All of the weaknesses inherent in risk ratings 7 and 8 exist with the added condition that collection or liquidation, on the basis of currently known facts, conditions, and values is highly questionable and improbable. A loan reaching this category would most likely be charged off.

Credit quality indicators for all loans and the Company's risk rating process are dynamic and updated on a continuous basis. Risk ratings are updated as circumstances that could affect the repayment of an individual loan are brought to management's attention through an established monitoring process. Individual lenders initiate changes as appropriate for ratings 1 through 5 and changes for ratings 6 through 9 are initiated via communications with management. The likelihood of loss increases as the risk rating increases and is generally preceded by a loan appearing on the Watch List, which consists of all loans with a risk rating of 6 or worse.



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In all portfolio segments, the primary risks are that a borrower's income stream diminishes to the point they are not able to make scheduled principal and interest payments and any collateral securing the loan has declined in value. For commercial loans, including construction and commercial real estate loans, that income stream is generated by the operations of the business. For consumer loans, including 1-4 family residential and home equity loans, that income stream typically consists of wages. The risk of declining collateral values is present for most types of loans. For commercial loans, accounts receivable, fixed assets, and inventory generally comprise the collateral. Accounts receivable can diminish in value if collections are not timely. Fixed assets tend to depreciate over time and inventory can become obsolete. For all types of loans secured by real estate, it is possible for the value of the real estate to decline.

The allowance for loan losses is established through a provision for loan losses charged to expense. Loans in each of the Company's segments are charged against the allowance for loan losses when management believes that collectibility of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb probable losses on existing loans, based on an evaluation of the collectibility of loans and prior loss experience. This evaluation also takes into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, the review of specific problem loans, and current economic conditions that may affect the borrower's ability to pay. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic conditions or the other factors relied upon.

The allowance for loan losses consists of specific and general components. The specific component relates to loans that meet the definition of impaired. The general component covers the remaining loans and is based on historical loss experience adjusted for qualitative factors such as delinquency trends, loan growth, economic elements, and local market conditions. These same policies are applied to all segments of loans. In addition, regulatory agencies, as integral parts of their examination processes, periodically review West Bank's allowance for loan losses, and may require West Bank to make additions to the allowance based on their judgments about information available to them at the time of their examinations.

The following tables detail changes in the allowance for loan losses by segment for the three months ended March 31, 2012 and 2011.

|                          | Three Months Ended March 31, 2012 |                          |                           |                |            |              |          |
|--------------------------|-----------------------------------|--------------------------|---------------------------|----------------|------------|--------------|----------|
|                          | Real Estate                       |                          |                           |                | Consumer   |              |          |
|                          | Commercial                        | Construction<br>and Land | 1-4 Family<br>Residential | Home<br>Equity | Commercial | and<br>Other | Total    |
| Beginning balance        | \$4,409                           | \$3,572                  | \$ 1,215                  | \$832          | \$ 6,667   | \$83         | \$16,778 |
| Charge-offs              | —                                 | (42 )                    | (39 )                     | (95 )          | —          | (12 )        | (188 )   |
| Recoveries               | 47                                | —                        | 7                         | 5              | —          | 2            | 61       |
| Provision <sup>(1)</sup> | (540 )                            | 604                      | 51                        | (141 )         | 30         | (4 )         | —        |
| Ending balance           | \$3,916                           | \$4,134                  | \$ 1,234                  | \$601          | \$ 6,697   | \$69         | \$16,651 |
|                          | Three Months Ended March 31, 2011 |                          |                           |                |            |              |          |
|                          | Real Estate                       |                          |                           |                | Consumer   |              |          |
|                          | Commercial                        | Construction<br>and Land | 1-4 Family<br>Residential | Home<br>Equity | Commercial | and<br>Other | Total    |
| Beginning balance        | \$7,940                           | \$3,787                  | \$ 647                    | \$658          | \$ 5,823   | \$232        | \$19,087 |
| Charge-offs              | (1,479 )                          | —                        | (526 )                    | —              | (248 )     | —            | (2,253 ) |
| Recoveries               | 153                               | —                        | 16                        | 5              | —          | 2            | 176      |
| Provision <sup>(1)</sup> | (512 )                            | 103                      | 492                       | 54             | 441        | (78 )        | 500      |

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|                |         |         |        |       |          |        |          |
|----------------|---------|---------|--------|-------|----------|--------|----------|
| Ending balance | \$6,102 | \$3,890 | \$ 629 | \$717 | \$ 6,016 | \$ 156 | \$17,510 |
|----------------|---------|---------|--------|-------|----------|--------|----------|

The negative provisions for the various segments are either related to the decline in each of those portfolio (1) segments during the time periods disclosed or improvement in the credit quality factors related to those portfolio segments.

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The following tables show a breakdown of the allowance for loan losses disaggregated on the basis of impairment analysis method by segment as of March 31, 2012, and December 31, 2011.

|                                       | March 31, 2012 |   |                           |                |            |                          |          |
|---------------------------------------|----------------|---|---------------------------|----------------|------------|--------------------------|----------|
|                                       | Commercial     | Real Estate<br>Construction<br>and Land | 1-4 Family<br>Residential | Home<br>Equity | Commercial | Consumer<br>and<br>Other | Total    |
| Ending balance:                       |                |   |                           |                |            |                          |          |
| Individually evaluated for impairment | \$—            | \$2,630                                 | \$ 113                    | \$—            | \$ 200     | \$ 11                    | \$2,954  |
| Collectively evaluated for impairment | 3,916          | 1,504                                   | 1,121                     | 601            | 6,497      | 58                       | 13,697   |
| Total                                 | \$3,916        | \$4,134                                 | \$ 1,234                  | \$601          | \$ 6,697   | \$ 69                    | \$16,651 |

|                                       | December 31, 2011 |   |                           |                |            |                          |          |
|---------------------------------------|-------------------|---|---------------------------|----------------|------------|--------------------------|----------|
|                                       | Commercial        | Real Estate<br>Construction<br>and Land | 1-4 Family<br>Residential | Home<br>Equity | Commercial | Consumer<br>and<br>Other | Total    |
| Ending balance:                       |                   |   |                           |                |            |                          |          |
| Individually evaluated for impairment | \$100             | \$2,630                                 | \$ 84                     | \$156          | \$ 200     | \$ 12                    | \$3,182  |
| Collectively evaluated for impairment | 4,309             | 942                                     | 1,131                     | 676            | 6,467      | 71                       | 13,596   |
| Total                                 | \$4,409           | \$3,572                                 | \$ 1,215                  | \$832          | \$ 6,667   | \$ 83                    | \$16,778 |

The following tables show the recorded investment in loans, exclusive of unamortized fees and costs, disaggregated on the basis of impairment analysis method by segment as of March 31, 2012, and December 31, 2011.

|                                       | March 31, 2012    |   |                           |                |            |                          |           |
|---------------------------------------|-------------------|---|---------------------------|----------------|------------|--------------------------|-----------|
|                                       | Commercial        | Real Estate<br>Construction<br>and Land | 1-4 Family<br>Residential | Home<br>Equity | Commercial | Consumer<br>and<br>Other | Total     |
| Ending balance:                       |                   |   |                           |                |            |                          |           |
| Individually evaluated for impairment | \$834             | \$16,466                                | \$ 1,821                  | \$—            | \$ 4,746   | \$ 32                    | \$23,899  |
| Collectively evaluated for impairment | 256,020           | 87,540                                  | 60,882                    | 23,080         | 392,301    | 5,484                    | 825,307   |
| Total                                 | \$256,854         | \$104,006                               | \$ 62,703                 | \$23,080       | \$ 397,047 | \$ 5,516                 | \$849,206 |
|                                       | December 31, 2011 |   |                           |                |            |                          |           |
|                                       | Commercial        | Real Estate<br>Construction<br>and Land | 1-4 Family<br>Residential | Home<br>Equity | Commercial | Consumer<br>and<br>Other | Total     |
| Ending balance:                       |                   |   |                           |                |            |                          |           |
| Individually evaluated for impairment | \$5,377           | \$17,359                                | \$ 1,377                  | \$156          | \$ 4,762   | \$ 42                    | \$29,073  |
| Collectively evaluated for impairment | 250,325           | 84,248                                  | 61,841                    | 26,267         | 381,375    | 6,113                    | 810,169   |

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|       |           |           |          |          |           |         |           |
|-------|-----------|-----------|----------|----------|-----------|---------|-----------|
| Total | \$255,702 | \$101,607 | \$63,218 | \$26,423 | \$386,137 | \$6,155 | \$839,242 |
|-------|-----------|-----------|----------|----------|-----------|---------|-----------|

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5. Fair Value Measurements

Accounting guidance on fair value measurements and disclosures defines fair value, establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system, and defines required disclosures. It clarifies that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts business.

The Company's balance sheet contains securities available for sale that are recorded at fair value on a recurring basis. The three-level valuation hierarchy for disclosure of fair value is as follows:

Level 1 uses quoted market prices in active markets for identical assets or liabilities.

Level 2 uses observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 uses unobservable inputs that are not corroborated by market data.

When available, quoted market prices are used to determine the fair value of investment securities and such items are classified within Level 1 of the fair value hierarchy. Examples include U.S. Treasury securities and certain corporate bonds. For other securities, the Company determines fair value based on various sources and may apply matrix pricing with observable prices for similar bonds where a price for the identical bond is not observable. Securities measured at fair value by such methods are classified as Level 2. The fair values of Level 2 securities are determined by pricing models that consider observable market data, such as interest rate volatilities, LIBOR yield curve, credit spreads and prices from market makers, and live trading systems. Certain securities are not valued based on observable inputs and are, therefore, classified as Level 3. The fair value of these securities is based on management's best estimates. The Company's policy is to recognize transfers between levels at the end of each reporting period, if applicable.

Generally, management obtains the fair value of investment securities at the end of each reporting period via a third party pricing service. Management, with the assistance of an independent investment advisory firm, reviewed the valuation process used by the third party and believes that process is valid. On a quarterly basis management corroborates the fair values of investment securities by obtaining pricing from an independent investment advisory firm and compares the two sets of fair values. Any significant variances are reviewed and investigated. In addition, the Company has instituted a practice of further testing the fair values of a sample of securities. For that sample, the prices are further validated by management, with assistance from an independent investment advisory firm, by obtaining details of the inputs used by the pricing service. Those inputs were independently tested, and we concluded the fair values were consistent with GAAP requirements and securities were properly classified in the fair value hierarchy.

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The following tables present the balances of assets and liabilities measured at fair value on a recurring basis by level as of March 31, 2012, and December 31, 2011.

| Description                               | March 31, 2012 |   |   |  |
|---|----------------|---|---|--|
|   | Total          | Quoted Prices<br>in Active<br>Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Assets:                                   |                |   |   |  |
| U.S. government agencies and corporations | \$17,815       | \$—   | \$17,815  | \$—  |
| State and political subdivisions          | 53,855         | —   | 53,855  | —  |
| Collateralized mortgage obligations       | 192,450        | —   | 192,450   | —  |
| Mortgage-backed securities                | 39,387         | —   | 39,387  | —  |
| Trust preferred securities                | 1,946          | —   | 757   | 1,189  |
| Corporate notes and other investments     | 735            | —   | 735   | —  |
| Total                                     | \$306,188      | \$—   | \$304,999   | \$1,189  |

| Description                               | December 31, 2011 |   |   |  |
|---|-------------------|---|---|--|
|   | Total             | Quoted Prices<br>in Active<br>Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Assets:                                   |                   |   |   |  |
| U.S. government agencies and corporations | \$13,003          | \$—   | \$13,003  | \$—  |
| State and political subdivisions          | 52,517            | —   | 52,517  | —  |
| Collateralized mortgage obligations       | 175,498           | —   | 175,498   | —  |
| Mortgage-backed securities                | 35,636            | —   | 35,636  | —  |
| Trust preferred securities                | 2,011             | —   | 766   | 1,245  |
| Corporate notes and other investments     | 4,480             | 3,708   | 772   | —  |
| Total                                     | \$283,145         | \$3,708   | \$278,192   | \$1,245  |

There were no transfers between Levels of the fair value hierarchy during the three months ended March 31, 2012.

The following table presents changes in securities available for sale with significant unobservable inputs (Level 3) for the three months ended March 31, 2012 and 2011.

|  | Three Months Ended March 31, |         |
|--|------------------------------|---------|
|  | 2012                         | 2011    |
| Beginning balance                      | \$1,245                      | \$1,339 |
| Transfer into level 3                  | —                            | —       |
| Total gains or (losses):               |                              |         |
| Included in earnings                   | (46                          | ) —     |
| Included in other comprehensive income | (10                          | ) 88    |
| Sale of security                       | —                            | —       |
| Principal payments                     | —                            | —       |
| Ending balance                         | \$1,189                      | \$1,427 |

The ending balances in the previous table consist of one pooled TPS valued at \$1,189 as of March 31, 2012.

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Certain assets are measured at fair value on a nonrecurring basis; that is, they are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following tables present those assets carried on the balance sheet by caption and by level within the valuation hierarchy as of March 31, 2012, and December 31, 2011.

| Description             | March 31, 2012 |   |   |  |
|-------------------------|----------------|---|---|--|
|                         | Total          | Quoted Prices<br>in Active<br>Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Assets:                 |                |   |   |  |
| Loans                   | \$15,563       | \$—   | \$—   | \$15,563   |
| Other real estate owned | 9,963          | —   | —   | 9,963  |
| Total                   | \$25,526       | \$—   | \$—   | \$25,526   |

| Description             | December 31, 2011 |   |   |  |
|-------------------------|-------------------|---|---|--|
|                         | Total             | Quoted Prices<br>in Active<br>Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Assets:                 |                   |   |   |  |
| Loans                   | \$20,513          | \$—   | \$—   | \$20,513   |
| Other real estate owned | 10,967            | —   | —   | 10,967   |
| Total                   | \$31,480          | \$—   | \$—   | \$31,480   |

Loans in the tables above consist of impaired loans for which a fair value adjustment has been recorded. Impaired loans are evaluated and valued at the lower of cost or fair value when the loan is identified as impaired. Fair value is measured based on the value of the collateral securing these loans and is classified as Level 3 in the fair value hierarchy. Collateral may be real estate or business assets such as equipment, inventory, or accounts receivable. Fair value is determined by appraisals. Appraised or reported values may be discounted based on management's opinions concerning market developments or the client's business. Other real estate owned in the tables above consist of property acquired through foreclosures and settlements of loans. Property acquired is carried at fair value of the property, less estimated disposal costs, and is classified as Level 3 in the fair value hierarchy.

GAAP requires disclosure of the fair value of financial assets and financial liabilities, including those that are not measured and reported at fair value on a recurring basis or nonrecurring basis. The methodologies for estimating the fair value of financial assets and financial liabilities that are measured at fair value on a recurring or nonrecurring basis are discussed above. The methodologies for other financial assets and financial liabilities are discussed below.

Cash and due from banks: The carrying amount approximates fair value.

Federal funds sold: The carrying amount approximates fair value.

Federal Home Loan Bank stock: The fair value of this restricted stock is estimated at its carrying value and redemption price of \$100 per share.



Loans held for sale: The fair values of loans held for sale are based on estimated selling prices.

Loans: The fair values of loans are estimated using discounted cash flow analysis based on observable market interest rates currently being offered for loans with similar terms to borrowers with similar credit quality.

Deposits: The carrying amounts for demand and savings deposits, which represent the amounts payable on demand, approximate their fair values. The fair values for fixed-rate and variable-rate certificates of deposit are estimated using discounted cash flow analysis, based on observable market interest rates currently being offered on certificates with similar terms.

Accrued interest receivable and payable: The fair values of both accrued interest receivable and payable approximate their carrying amounts.

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Short-term and other borrowings: The carrying amounts of federal funds purchased and securities sold under agreements to repurchase approximate their fair values. The fair values of Federal Home Loan Bank (FHLB) advances and subordinated notes are estimated using discounted cash flow analysis, based on observable market interest rates currently being offered with similar terms.

Commitments to extend credit and standby letters of credit: The approximate fair values of commitments and standby letters of credit are based on the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and creditworthiness of the counterparties.

The following table includes the carrying amounts and approximate fair values as of March 31, 2012, and December 31, 2011.

|  |                            | March 31, 2012  |                        | December 31, 2011 |                        |
|--|----------------------------|-----------------|------------------------|-------------------|------------------------|
|  | Fair Value Hierarchy Level | Carrying Amount | Approximate Fair Value | Carrying Amount   | Approximate Fair Value |
| Financial assets:  |                            |                 |                        |                   |                        |
| Cash and due from banks  | Level 1                    | \$32,803        | \$32,803               | \$35,772          | \$35,772               |
| Federal funds sold   | Level 1                    | 75,703          | 75,703                 | 51,332            | 51,332                 |
| Securities available for sale  | See previous table         | 306,188         | 306,188                | 283,145           | 283,145                |
| Federal Home Loan Bank stock   | Level 1                    | 11,475          | 11,475                 | 11,352            | 11,352                 |
| Loans held for sale  | Level 2                    | 901             | 907                    | 4,089             | 4,139                  |
| Loans, net   | Level 2                    | 832,390         | 842,963                | 822,181           | 829,675                |
| Accrued interest receivable  | Level 1                    | 5,871           | 5,871                  | 4,183             | 4,183                  |
| Financial liabilities:   |                            |                 |                        |                   |                        |
| Deposits   | Level 2                    | 969,030         | 971,550                | 957,373           | 960,607                |
| Federal funds purchased and securities sold under agreements to repurchase | Level 1                    | 93,496          | 93,496                 | 55,841            | 55,841                 |
| Accrued interest payable   | Level 1                    | 637             | 637                    | 734               | 734                    |
| Subordinated notes   | Level 3                    | 20,619          | 11,470                 | 20,619            | 11,029                 |
| Federal Home Loan Bank advances  | Level 2                    | 105,000         | 115,748                | 105,000           | 116,006                |
| Off-balance-sheet financial instruments:                                   |                            |                 |                        |                   |                        |
| Commitments to extend credit   | Level 3                    | —               | —                      | —                 | —                      |
| Standby letters of credit  | Level 3                    | —               | —                      | —                 | —                      |

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## 6. Earnings per Common Share

Basic earnings per common share are computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Income available to common stockholders is net income less preferred stock dividends and accretion of discount on preferred stock, which is treated as preferred stock dividends. The remaining unaccreted discount on preferred stock was recognized on June 29, 2011, when the preferred stock was redeemed. The Company has 50,000,000 authorized shares of \$0.01 par value preferred stock with a liquidation preference of \$1,000 per share, with no shares issued or outstanding as of March 31, 2012 and December 31, 2011. The related outstanding common stock warrant was repurchased on August 31, 2011, for \$700. Diluted earnings per common share reflect the potential dilution that could occur if the Company's previously outstanding stock warrant was exercised and converted into common stock. The dilutive effect was computed using the treasury stock method, which assumes all outstanding warrants were exercised. The incremental shares, to the extent they would have been dilutive, are included in the denominator of the diluted earnings per common share calculation. The calculation of earnings per common share and diluted earnings per common share for the three months ended March 31, 2012 and 2011, is presented in the following table.

|  | Three Months Ended March 31, |         |
|--|------------------------------|---------|
|  | 2012                         | 2011    |
| Net income   | \$3,977                      | \$4,530 |
| Preferred stock dividends                          | —                            | (450)   |
| Preferred stock discount accretion                 | —                            | (121)   |
| Net income available to common stockholders        | \$3,977                      | \$3,959 |
| Weighted average common shares outstanding         | 17,404                       | 17,404  |
| Common stock warrant*                              | —                            | —       |
| Diluted weighted average common shares outstanding | 17,404                       | 17,404  |
| Basic earnings per common share                    | \$0.23                       | \$0.23  |
| Diluted earnings per common share                  | \$0.23                       | \$0.23  |

\*The average closing price of the Company's common stock for the three months ended March 31, 2011, was \$7.53. This average closing price was less than the \$11.39 exercise price of the common stock warrant to purchase 474,100 shares of common stock; therefore, the warrant was not dilutive during the period it was outstanding.

## 7. Comprehensive Income

Comprehensive income consists of net income and other comprehensive income. Other comprehensive income consists of the net change in unrealized gains and losses on the Company's securities available for sale, including the noncredit-related portion of unrealized losses of any OTTI securities.

The following tables summarize the changes in the balances of each component of accumulated other comprehensive income (loss) for the three months ended March 31, 2012 and 2011.

|  | Noncredit-related                                    |   |  |
|--|--|---|--|
|  | Unrealized<br>(Losses)<br>on Securities<br>with OTTI | Unrealized<br>Gains (Losses)<br>on Securities<br>without OTTI | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) |
| Balance, December 31, 2011                       | \$(1,940)  | ) \$2,594   | \$654  |
| Current period other comprehensive income (loss) | (6)  | ) 238   | 232  |
| Balance, March 31, 2012                          | \$(1,946)  | ) \$2,832   | \$886  |

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|   |           |           |             |   |
|---|-----------|-----------|-------------|---|
| Balance, December 31, 2010                | \$ (1,943 | ) \$ (704 | ) \$ (2,647 | ) |
| Current period other comprehensive income | 54        | 799       | 853         | ) |
| Balance, March 31, 2011                   | \$ (1,889 | ) \$ 95   | \$ (1,794   | ) |

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The following tables show the tax effects allocated to each component of other comprehensive income for the three months ended March 31, 2012 and 2011.

|   | Three Months Ended<br>March 31, 2012 |                          |                      | Three Months Ended<br>March 31, 2011 |                          |                      |
|---|--------------------------------------|--------------------------|----------------------|--------------------------------------|--------------------------|----------------------|
|   | Before Tax<br>Amount                 | Tax Expense<br>(Benefit) | Net of Tax<br>Amount | Before Tax<br>Amount                 | Tax Expense<br>(Benefit) | Net of Tax<br>Amount |
| Unrealized noncredit-related gains<br>(losses) on securities with OTTI:                         |                                      |                          |                      |                                      |                          |                      |
| Unrealized holding gains (losses)<br>arising during period                                      | \$ (56 )                             | \$ 21                    | \$ (35 )             | \$ 88                                | \$ (34 )                 | \$ 54                |
| Less: reclassification adjustment<br>for net losses realized in net income                      | 46                                   | (17 )                    | 29                   | —                                    | —                        | —                    |
| Net unrealized holding gains<br>(losses) for securities with other<br>than temporary impairment | (10 )                                | 4                        | (6 )                 | 88                                   | (34 )                    | 54                   |
| Unrealized gains on securities<br>without OTTI:   |                                      |                          |                      |                                      |                          |                      |
| Unrealized holding gains<br>arising during the period   | 352                                  | (134 )                   | 218                  | 1,289                                | (490 )                   | 799                  |
| Plus: reclassification adjustment<br>for net losses realized in<br>net income                   | 33                                   | (13 )                    | 20                   | —                                    | —                        | —                    |
| Net unrealized gains on securities<br>without OTTI  | 385                                  | (147 )                   | 238                  | 1,289                                | (490 )                   | 799                  |
| Other comprehensive income  | \$ 375                               | \$ (143 )                | \$ 232               | \$ 1,377                             | \$ (524 )                | \$ 853               |

## 8. Deferred Income Taxes

Tax effects of temporary differences that give rise to net deferred tax assets consist of the following as of March 31, 2012, and December 31, 2011.

|   | March 31, 2012 | December 31, 2011 |
|---|----------------|-------------------|
| Allowance for loan losses                             | \$6,327        | \$6,376           |
| Intangibles   | 1,927          | 2,004             |
| Investment security impairment                        | 51             | 35                |
| Other real estate owned                               | 1,146          | 1,472             |
| Accrued expenses                                      | 578            | 526               |
| State net operating loss carryforward                 | 466            | 442               |
| Capital loss carryforward                             | 4,125          | 4,125             |
| Net deferred loan fees and costs                      | (260 )         | (252 )            |
| Net unrealized gains on securities available for sale | (544 )         | (401 )            |
| Premises and equipment                                | (571 )         | (590 )            |
| Loans   | (758 )         | (718 )            |
| Other   | 4              | (8 )              |
| Net deferred tax assets before valuation allowance    | 12,491         | 13,011            |
| Valuation allowance                                   | (4,642 )       | (4,602 )          |
| Net deferred tax assets                               | \$7,849        | \$8,409           |

The Company has recorded a valuation allowance against the tax effect of the state net operating loss carryforwards and the federal and state capital loss carryforwards as management believes it is more likely than not that such carryforwards will expire without being utilized.



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## 9. Commitments and Contingencies.

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations that it uses for on-balance-sheet instruments. The Company's commitments as of March 31, 2012, and December 31, 2011, consisted of the following approximate amounts.

|                              | March 31, 2012 | December 31, 2011 |
|------------------------------|----------------|-------------------|
| Commitments to extend credit | \$281,539      | \$255,167         |
| Standby letters of credit    | 9,337          | 9,923             |
|                              | \$290,876      | \$265,090         |

West Bank has executed Mortgage Partnership Finance (MPF) Master Commitments (the Commitments) with the FHLB of Des Moines to deliver mortgage loans and to guarantee the payment of any realized losses that exceed the FHLB's first loss account for mortgages delivered under the Commitments. West Bank receives credit enhancement fees from the FHLB for providing this guarantee and continuing to assist with managing the credit risk of the MPF Program mortgage loans. The term of the current Commitment is through February 28, 2013. At March 31, 2012, the liability represented by the present value of the credit enhancement fees less any expected losses in the mortgages delivered under the Commitments was approximately \$366.

On September 29, 2010, West Bank was sued in a purported class action lawsuit that, as amended, asserts nonsufficient funds fees charged by West Bank to Iowa resident noncommercial customers on bank card transactions were impermissible finance charges under the Iowa Consumer Credit Code, rather than allowable fees, and that the sequence in which West Bank formerly posted items for payment violated its duties of good faith under the Iowa Uniform Commercial Code and Consumer Credit Code. West Bank believes the allegations in the lawsuit are factually and legally inaccurate. West Bank is vigorously defending this litigation. The Company believes that the likelihood of a loss as a result of this lawsuit is "reasonably possible" for disclosure purposes (i.e., greater than "remote" but less than "probable"). The amount of potential loss, if any, cannot be reasonably estimated now because there are substantial and different defenses concerning the various claims of potential liability and class certification. Even if legal liability is established under some theory, which West Bank believes would be improper under existing Iowa law, the amount of each plaintiff's damage claim would likely require individual determination due to the potential applicability of different offsets or credits.

In the normal course of business, the Company and West Bank are involved in various other legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material adverse effect on the consolidated financial statements.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

"SAFE HARBOR" STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT

Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meanings of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may appear throughout this report. These forward-looking statements are generally identified by the words "believes," "expects," "intends," "should," "anticipates," "projects," "future," "may," "should," "will," "plan," "opportunity," "will be," "will likely result," "will continue," or similar references, or references to estimates, predictions, or future events. Such forward-looking statements are based upon certain underlying assumptions, risks, and uncertainties. Because of the possibility that the underlying assumptions are incorrect or do not materialize as expected in the future, actual results could differ materially from these forward-looking statements. Risks and uncertainties that may affect future results include: interest rate risk; competitive pressures; pricing pressures on loans and deposits; changes in credit and other risks posed by the Company's loan and investment portfolios, including declines in commercial or residential real estate values or changes in the allowance for loan losses dictated by new market conditions or regulatory requirements; actions of bank and non-bank competitors; changes in local and national economic conditions; changes in regulatory requirements, limitations, and costs; changes in customers' acceptance of the Company's products and services; and any other risks described in the "Risk Factors" sections of this and other reports made by the Company. The Company undertakes no obligation to revise or update such forward-looking statements to reflect current or future events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.



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Three Months Ended March 31, 2012  
(in thousands, except per share amounts)

OVERVIEW

The following discussion describes the consolidated operations of the Company, including West Bank, West Bank's wholly-owned subsidiary WB Funding Corporation (which owns an interest in SmartyPig, LLC), and West Bank's 99.99 percent owned subsidiary ICD IV, LLC (a community development entity) and the Company's financial condition at the end of first quarter 2012. Results of operations for the three months ended March 31, 2012, are compared to the results for the same period in 2011, and the consolidated financial condition of the Company as of March 31, 2012, is compared to balances as of December 31, 2011.

Net income available to common shareholders for the first quarter of 2012 was \$3,977, which was similar to the \$3,959 amount earned in the first quarter of 2011. The first quarter of 2012 did not include any preferred stock dividends or accretion since all of the Company's preferred stock was redeemed in June 2011. The first quarter of 2011 included \$571 of preferred stock dividends and accretion. Net income for the first quarter of 2011 was \$4,530. The first quarter of 2011 included a \$637 gain on bank-owned life insurance due to the death of a bank officer, while there was no such gain in 2012.

Total basic and diluted earnings per common share were \$0.23 for the first quarters of both 2012 and 2011. The Company's annualized returns on average equity and average assets for the quarter ended March 31, 2012, were 12.82 and 1.23 percent, respectively, compared to 12.48 and 1.39 percent, respectively, for the quarter ended March 31, 2011.

Net interest income declined \$299 due to the continued downward pressure on the net interest margin in the current low interest rate environment. As a result of continued credit quality improvement, there was no provision for loan losses recorded in the first quarter of 2012 compared to \$500 in the same quarter of 2011. Compared to a year ago, both nonperforming assets and net charge-offs have declined. As of March 31, 2012, the allowance for loan losses was 1.96 percent of loans outstanding and was deemed by management to be adequate to absorb any losses inherent in the loan portfolio.

Noninterest income declined \$270 compared to the first quarter of 2011, which included the life insurance recovery. Partially offsetting this reduction was a \$563 increase in gains and fees on sales of residential mortgages into the secondary market. Noninterest expense was \$389 higher in the first quarter of 2012 than in 2011 primarily due to higher salaries and benefit costs, which exceeded a \$383 reduction in FDIC insurance expense.

Total impaired loans declined \$5,174 compared to December 31, 2011. During the first three months of 2012, total loans outstanding grew \$10,082. Management believes the loan portfolio will continue to grow slowly as the economy continues to improve, loan demand increases, and West Bank's customer base expands.

At its meeting on April 25, 2012, the Board of Directors declared a quarterly dividend on its common stock of \$0.08 per share. The dividend is payable on May 29, 2012, to shareholders of record on May 9, 2012. The Company expects to continue paying regular quarterly dividends in the future.

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## RESULTS OF OPERATIONS

The following table shows selected financial results and measures for the three months ended March 31, 2012, compared with the same period in 2011.

|  | Three Months Ended March 31, |           |           |          |
|--|------------------------------|-----------|-----------|----------|
|  | 2012                         | 2011      | Change    | Change % |
| Net income                                   | \$3,977                      | \$4,530   | \$(553 )  | (12.2 )% |
| Net income available to common shareholders  | 3,977                        | 3,959     | 18        | 0.5 %    |
| Average assets                               | 1,296,711                    | 1,321,616 | (24,905 ) | (1.9 )%  |
| Average stockholders' equity                 | 124,800                      | 147,252   | (22,452 ) | (15.2 )% |
| Return on average assets                     | 1.23                         | % 1.39    | % (0.16 ) | %        |
| Return on average equity                     | 12.82                        | % 12.48   | % 0.34    | %        |
| Texas ratio                                  | 15.28                        | % 19.09   | % (3.81 ) | %        |
| Efficiency ratio                             | 51.82                        | % 46.13   | % 5.69    | %        |
| Dividend payout ratio                        | 34.98                        | % NA      | NA        |          |
| Average equity to average assets ratio       | 9.62                         | % 11.14   | % (1.52 ) | %        |
| Equity to assets ratio - end of period       | 9.56                         | % 11.64   | % (2.08 ) | %        |
| Tangible common equity ratio - end of period | 9.56                         | % 8.95    | % 0.61    | %        |

## Definitions of ratios:

Return on average assets - annualized net income divided by average assets.

Return on average equity - annualized net income divided by average stockholders' equity.

Texas ratio - total nonperforming assets divided by tangible common equity plus the allowance for loan losses.

Efficiency ratio - noninterest expense (excluding other real estate owned expense) divided by noninterest income (excluding net securities gains and net impairment losses) plus tax-equivalent net interest income.

Dividend payout ratio - dividends paid to common stockholders divided by net income available to common stockholders.

Equity to assets ratio - equity divided by assets.

Tangible common equity ratio - common equity less intangible assets divided by tangible assets.

NA - not applicable.

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## Net Interest Income

The following tables show average balances and related interest income or interest expense, with the resulting average yield or rate by category of interest-earning assets or interest-bearing liabilities. Interest income and the resulting net interest income are shown on a fully taxable basis.

Data for the three months ended March 31:

|  | Average Balance |             | Interest Income/Expense |          |         |         | Yield/Rate |          |       |       |         |
|--|-----------------|-------------|-------------------------|----------|---------|---------|------------|----------|-------|-------|---------|
|  | 2012            | 2011        | Change                  | Change-% | 2012    | 2011    | Change     | Change-% | 2012  | 2011  | Change  |
| Interest-earning assets:                           |                 |             |                         |          |         |         |            |          |       |       |         |
| Loans:   |                 |             |                         |          |         |         |            |          |       |       |         |
| Commercial   | \$258,216       | \$286,142   | \$(27,926)              | (9.76)%  | \$3,247 | \$3,571 | \$(324)    | (9.07)%  | 5.06% | 5.06% | —%      |
| Real estate  | 583,615         | 566,580     | 17,035                  | 3.01%    | 8,050   | 8,305   | (255)      | (3.07)%  | 5.55% | 5.94% | (0.39)% |
| Consumer and other                                 | 5,995           | 8,389       | (2,394)                 | (28.54)% | 71      | 103     | (32)       | (31.07)% | 4.76% | 4.98% | (0.22)% |
| Total loans  | 847,826         | 861,111     | (13,285)                | (1.54)%  | 11,368  | 11,979  | (611)      | (5.10)%  | 5.39% | 5.64% | (0.25)% |
| Investment securities:                             |                 |             |                         |          |         |         |            |          |       |       |         |
| Taxable  | 250,658         | 214,913     | 35,745                  | 16.63%   | 970     | 1,114   | (144)      | (12.93)% | 1.55% | 2.07% | (0.52)% |
| Tax-exempt   | 51,987          | 56,764      | (4,777)                 | (8.42)%  | 760     | 904     | (144)      | (15.93)% | 5.85% | 6.37% | (0.52)% |
| Total investment securities                        | 302,645         | 271,677     | 30,968                  | 11.40%   | 1,730   | 2,018   | (288)      | (14.27)% | 2.29% | 2.97% | (0.68)% |
| Federal funds sold and short-term investments      |                 |             |                         |          |         |         |            |          |       |       |         |
| Total interest-earning assets                      | \$1,219,437     | \$1,229,690 | \$(10,253)              | (0.83)%  | 13,140  | 14,058  | (918)      | (6.53)%  | 4.33% | 4.64% | (0.31)% |
| Interest-bearing liabilities:                      |                 |             |                         |          |         |         |            |          |       |       |         |
| Deposits:  |                 |             |                         |          |         |         |            |          |       |       |         |
| Interest-bearing demand, savings and money markets | \$519,806       | \$462,049   | \$57,757                | 12.50%   | 561     | 704     | (143)      | (20.31)% | 0.43% | 0.62% | (0.19)% |
| Time deposits                                      | 169,667         | 269,128     | (99,461)                | (36.96)% | 719     | 1,161   | (442)      | (38.07)% | 1.70% | 1.75% | (0.05)% |
| Total deposits                                     | 689,473         | 731,177     | (41,704)                | (5.70)%  | 1,280   | 1,865   | (585)      | (31.37)% | 0.75% | 1.03% | (0.28)% |
| Other borrowed funds                               | 209,066         | 193,306     | 15,760                  | 8.15%    | 1,248   | 1,230   | 18         | 1.46%    | 2.40% | 2.58% | (0.18)% |
| Total interest-bearing liabilities:                |                 |             |                         |          |         |         |            |          |       |       |         |

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|                                    |           |           |            |          |          |          |         |          |        |        |         |
|------------------------------------|-----------|-----------|------------|----------|----------|----------|---------|----------|--------|--------|---------|
| liabilities                        | \$898,539 | \$924,483 | \$(25,944) | (2.81 )% | 2,528    | 3,095    | (567 )  | (18.32)% | 1.13 % | 1.36 % | (0.23)% |
| Tax-equivalent net interest income |           |           |            |          | \$10,612 | \$10,963 | \$(351) | (3.20 )% |        |        |         |
| Net interest spread                |           |           |            |          |          |          |         |          | 3.20 % | 3.28 % | (0.08)% |
| Net interest margin                |           |           |            |          |          |          |         |          | 3.50 % | 3.62 % | (0.12)% |

Fluctuations in net interest income can result from the combination of changes in the balances of asset and liability categories and changes in interest rates. Interest rates earned and paid are also affected by general economic conditions, particularly changes in market interest rates, and by competitive factors, government policies, and the actions of regulatory authorities. Net interest margin is a measure of the net return on interest-earning assets and is computed by dividing annualized tax-equivalent net interest income by the average of total interest-earning assets for the period. The net interest margin for the three months ended March 31, 2012, declined 12 basis points to 3.50 percent compared to the three months ended March 31, 2011. The reduction compared to the prior year was due to yields on loans and investments declining more than rates paid on deposit liabilities.

Tax-equivalent net interest income for the three months ended March 31, 2012, declined \$351 as interest income on interest-earning assets declined more than interest expense on interest-bearing liabilities. Management believes the net interest margin will remain at approximately the same level for the remainder of 2012.

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The average yield on loans declined 25 basis points, and the average volume declined slightly for the first three months of 2012 compared to the same period in 2011, which resulted in interest income on loans falling by \$611 compared to the first quarter of 2011. The yield on the Company's loan portfolio is affected by the mix of the portfolio, the effects of competition, the interest rate environment, the level of nonaccrual loans, and reversals of previously accrued interest on charged-off loans. The interest rate environment can influence the volume of new loan originations and the mix of variable rate versus fixed rate loans. Although loan pricing in the Company's market areas remains competitive, the volume of loans outstanding increased during the first quarter of 2012 as West Bank lenders are focusing on expanding existing customer relationships and developing new relationships.

For the first three months of 2012, the average balance of investment securities was \$30,968 higher than in the first three months of 2011, while the yield declined 68 basis points.

The average rate paid on deposits for the first three months of 2012 declined to 0.75 percent from 1.03 percent for the same period last year. The combination of a decline in average time deposit balances and lower market rates caused interest expense to decline by \$585. The average balance of time deposits for the first three months of 2012 declined \$99,461 compared to the same time period in 2011 as the Company allowed wholesale deposits to mature without renewal and fewer customers have been willing to lock in low interest rates for an extended period of time.

The average rate paid on other borrowings declined by 18 basis points compared to the first three months of 2011 due to a rate reduction on securities sold under agreements to repurchase. The rate on the Company's subordinated notes is variable with the rate tied to LIBOR. That rate was 3.76 percent during the first three months of 2012 compared to 3.47 percent during the same period last year.

### Provision for Loan Losses and the Related Allowance for Loan Losses

The provision for loan losses represents charges made to earnings to maintain an adequate allowance for loan losses. The allowance for loan losses is management's best estimate of probable losses inherent in the loan portfolio as of the balance sheet date. Factors considered in establishing an appropriate allowance include: an assessment of the financial conditions of the borrower; the value and adequacy of loan collateral, the condition of the local economy and the condition of the specific industry of the borrower; the levels and trends of loans by segment; and a review of delinquent and classified loans.

The adequacy of the allowance for loan losses is evaluated quarterly by management and reviewed by the Board of Directors. This evaluation focuses on factors such as specific loan reviews, changes in the components of the loan portfolio given the current and forecast economic conditions, and historical loss experience. Any one of the following conditions may result in the review of a specific loan: concern about whether the customer's cash flow or net worth is sufficient to repay the loan; delinquency status; criticism of the loan in a regulatory examination; or other factors, including whether the loan has other special or unusual characteristics that suggest special monitoring is warranted. The Company's concentration risks include geographic concentration in central Iowa. The local economy is comprised primarily of service industries and state and county governments.

While management uses available information to recognize losses on loans, further reduction in the carrying amounts of loans may be necessary based on changes in circumstances or later acquired information. Furthermore, changes in future economic activity are always uncertain. Identifiable sectors within the general economy are subject to additional volatility, which at any time may have a substantial impact on the loan portfolio. In addition, regulatory agencies, as integral parts of their examination processes, periodically review the estimated losses on loans. Those agencies may require West Bank to recognize additional losses based on their judgment about information available to them at the time of their examinations.



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The Company's policy is to charge off loans when, in management's opinion, the loan is deemed uncollectible although concerted efforts are made to maximize future recoveries. The following table summarizes the activity in the Company's allowance for loan losses for the three months ended March 31, 2012 and 2011, and related ratios.

|  | Analysis of the Allowance for Loan Losses for the<br>Three Months Ended March 31, |               |            |
|--|---|---------------|------------|
|  | 2012  | 2011          | Change     |
| Balance at beginning of period   | \$16,778  | \$19,087      | \$(2,309 ) |
| Charge-offs  | (188 )  | (2,253 )      | 2,065      |
| Recoveries   | 61  | 176           | (115 )     |
| Net charge-offs  | (127 )  | (2,077 )      | 1,950      |
| Provision for loan losses charged to<br>operations                             | —   | 500           | (500 )     |
| Balance at end of period   | \$16,651  | \$17,510      | \$(859 )   |
| <br>Average loans outstanding, excluding loans held for sale                   | <br>\$846,110   | <br>\$859,158 |            |
| <br>Ratio of net charge-offs during the period to<br>average loans outstanding | <br>0.06  | <br>% 0.97    | <br>%      |
| <br>Ratio of allowance for loan losses to<br>average loans outstanding         | <br>1.97  | <br>% 2.04    | <br>%      |

The allowance for loan losses represented 155.75 percent of nonperforming loans at March 31, 2012, which was similar to the 156.91 percent at December 31, 2011. The 2012 year-to-date provision was \$500 lower than in 2011, due to the continued improvement in credit quality of the loan portfolio and a lower amount of net charge-offs.

The Company has a significant portion of its loan portfolio in commercial real estate loans, commercial lines of credit, commercial term loans, and construction or land development loans. The Company's typical commercial borrower is a small or medium-sized, privately-owned Iowa entity or business person. The Company's commercial loans typically have greater credit risks than residential mortgage or consumer loans, because they often have larger balances and repayment usually depends on the borrowers' successful business operations. Commercial loans also involve additional risks because they generally are not fully repaid over the loan period and, thus, usually require refinancing or a large payoff at maturity. When the economy turns downward, commercial borrowers may not be able to repay their loans due to reduced cash flows and the value of their assets, which are usually pledged as collateral, may decrease rapidly and significantly.

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## Noninterest Income

The following table shows the variance from the prior year in the noninterest income categories shown in the Consolidated Income Statements. In addition, accounts within the “Other” category that represent significant variances are shown.

|   | Three Months Ended March 31, |         |         |           |
|---|------------------------------|---------|---------|-----------|
|   | 2012                         | 2011    | Change  | Change %  |
| Noninterest income:                                 |                              |         |         |           |
| Service charges on deposit accounts                 | \$730                        | \$750   | \$(20)  | (2.67)%   |
| Debit card usage fees                               | 378                          | 347     | 31      | 8.93%     |
| Trust services                                      | 204                          | 219     | (15)    | (6.85)%   |
| Gains and fees on sales of residential mortgages    | 747                          | 184     | 563     | 305.98%   |
| Increase in cash value of bank-owned life insurance | 199                          | 221     | (22)    | (9.95)%   |
| Gain from bank-owned life insurance                 | —                            | 637     | (637)   | (100.00)% |
| Net impairment losses                               | (46)                         | —       | (46)    | N/A       |
| Realized securities (losses), net                   | (33)                         | —       | (33)    | N/A       |
| Other:  |                              |         |         |           |
| Letter of credit fees                               | 13                           | 22      | (9)     | (40.91)%  |
| Wire transfer fees                                  | 34                           | 46      | (12)    | (26.09)%  |
| Gain from sales of other assets                     | —                            | 57      | (57)    | (100.00)% |
| All other   | 175                          | 188     | (13)    | (6.91)%   |
| Total other   | 222                          | 313     | (91)    | (29.07)%  |
| Total noninterest income                            | \$2,401                      | \$2,671 | \$(270) | (10.11)%  |

The decline in service charges on deposit accounts was primarily due to lower overdraft and return item charges that exceeded an increase in other fees on commercial deposit accounts.

Debit card usage fees grew in the first three months of 2012 as customers increased use of this convenient payment method in lieu of traditional check writing. We believe these fees may decline in the future due to the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Federal Reserve final rule which sets a cap on interchange fees at a rate below the current market-driven levels. While financial institutions such as West Bank, with less than ten billion dollars in assets, are exempt from the cap, industry groups believe the price controls may have a future negative impact on community banks over time.

The volume of originations of residential mortgages sold into the secondary market during the first three months of 2012 increased significantly to \$23,469 compared to \$9,090 for the same time period in 2011. The related revenue increased from \$184 to \$747. Approximately two-thirds of the first quarter of 2012 originations involved refinancing current mortgages in an effort to lock in low market rates. Home sales in the Company's market areas have improved for each of the past nine months. This income source is expected to remain strong throughout 2012 but not necessarily at the same level as the first quarter.

As of March 31, 2012, the Company held one pooled TPS it considered to have OTTI. As a result of the quarterly valuation of this security, a credit loss of \$46 was recognized in the first quarter of 2012. One corporate investment security was sold at a loss of \$33 during the three months ended March 31, 2012.

The earnings rates on bank-owned life insurance have declined in conjunction with reduced market interest rates. Gain from bank-owned life insurance occurred due to the death of a bank officer in 2011. Gains from sales of other assets included a gain on sale of a foreclosed asset in the first quarter of 2011.





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## Noninterest Expense

The following table shows the variance from the prior year in the noninterest expense categories shown in the Consolidated Income Statements. In addition, accounts within the “Other expenses” category that represent significant variances are shown.

|                                 | Three Months Ended March 31, |         |        |         |    |
|---------------------------------|------------------------------|---------|--------|---------|----|
|                                 | 2012                         | 2011    | Change | Change  | %  |
| Noninterest expense:            |                              |         |        |         |    |
| Salaries and employee benefits  | \$3,636                      | \$3,055 | \$581  | 19.02   | %  |
| Occupancy                       | 857                          | 816     | 41     | 5.02    | %  |
| Data processing                 | 501                          | 451     | 50     | 11.09   | %  |
| FDIC insurance expense          | 166                          | 549     | (383)  | (69.76) | )% |
| Other real estate owned expense | 82                           | 187     | (105)  | (56.15) | )% |
| Professional fees               | 292                          | 222     | 70     | 31.53   | %  |
| Other:                          |                              |         |        |         |    |
| Marketing                       | 56                           | 60      | (4)    | (6.67)  | )% |
| Business development            | 118                          | 63      | 55     | 87.30   | %  |
| Consulting fees                 | 186                          | 41      | 145    | 353.66  | %  |
| Director fees                   | 103                          | 90      | 13     | 14.44   | %  |
| Insurance expense               | 83                           | 92      | (9)    | (9.78)  | )% |
| Bank service charges and fees   | 128                          | 129     | (1)    | (0.78)  | )% |
| Deposit operations expense      | 19                           | 54      | (35)   | (64.81) | )% |
| Loan related expense            | 53                           | 68      | (15)   | (22.06) | )% |
| Contributions                   | 45                           | 38      | 7      | 18.42   | %  |
| All other                       | 540                          | 561     | (21)   | (3.74)  | )% |
| Total other                     | 1,331                        | 1,196   | 135    | 11.29   | %  |
| Total noninterest expense       | \$6,865                      | \$6,476 | \$389  | 6.01    | %  |

The increase in salaries and benefits consisted of salary and payroll taxes for employees added in the past year (approximately 20), higher bonus accruals (\$195), higher secondary market real estate commissions (\$66), and higher benefit costs (\$90). The benefit cost increases were primarily for health insurance and 401(k) plan expenses as the Company increased its matching contribution effective January 1, 2012. In the first quarter of 2011, expense accruals for bonuses and Company contributions to the 401(k) plan were at 50 percent of potential. Later in 2011, after it appeared Company profitability would be fairly consistent, those accruals were brought up to the 100 percent potential level. Those accruals for the first quarter of 2012 were at the 100 percent potential level.

Data processing expense increased in the first three months of 2012 compared to 2011 primarily due to fees related to a new commercial loan management software program.

There were two reasons for the decline in FDIC insurance expense compared to 2011. The first was the April 1, 2011, change in the assessment base from total average deposits to total average assets less tangible capital. The second was an upgrade in West Bank's regulatory risk classification on June 3, 2011.

Other real estate owned expense in the first quarter of 2012 was lower than in 2011 due a reduced amount of valuation write-downs on properties held.

Professional fees increased primarily due to higher legal fees related to preparation of the annual meeting proxy statement and the related proposal for shareholder approval of an equity incentive plan. Business development costs increased as a result of efforts to acquire new customers. Consulting fees increased year-over-year because the Company hired a compensation consultant to assist the Board of Directors, outsourced the loan review function, and hired a consultant to implement and test the previously mentioned commercial lending software. Deposit operations

expense declined in 2012 due to changes in demand deposit account products.

#### Income Tax Expense

The Company recorded income tax expense of \$1,737 (30.4 percent of pre-tax income) for the three months ended March 31, 2012, compared with \$1,642 (26.6 percent of pre-tax income) for the three months ended March 31, 2011. The effective rate increased compared to the prior year as 2011 net income included a tax-exempt gain on life insurance proceeds and the level of tax-exempt interest on investment securities and loans were both higher in 2011. The effective tax rate for both years was also impacted by West Bank's 2007 investment in a qualified community development entity, which generated a \$2,730 federal new markets tax credit over a seven-year period. The credit recognized for the years ended December 31, 2012 and 2011 is \$420 for each year.

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## FINANCIAL CONDITION

Total assets increased to \$1,321,204 as of March 31, 2012, compared to \$1,269,524 on December 31, 2011. A summary of changes in the components of the balance sheet are described in the following paragraphs.

## Investment Securities

Investment securities available for sale increased \$23,043 from December 31, 2011, to \$306,188 at March 31, 2012, due to purchases made in an effort to reduce the amount of federal funds sold.

As of March 31, 2012, the available for sale investment securities portfolio consisted of approximately 6 percent U.S. government agency securities, 17 percent municipal securities, 76 percent government agency-issued collateralized mortgage obligations and mortgage-backed securities, and 1 percent corporate securities and TPSs.

At March 31, 2012, the most significant risk of a future impairment charge related to the Company's investment in two TPS. As of March 31, 2012, two TPS with a cost basis of \$6,061 were valued at \$1,946. Management has concluded that the pooled TPS ALESCO Preferred Funding X, Ltd. is considered to have OTTI. Any potential future loss that would be considered a credit loss would negatively impact net income and regulatory capital; however, the fair value adjustment at March 31, 2012, has already been recorded against equity. West Bank holds one other TPS. Heartland Financial USA, Inc. (Heartland), a publicly traded multi-bank holding company, is the issuer. Heartland is well-capitalized and profitable according to current public information. Management believes West Bank will receive its entire principal and interest over the life of this security, even though its current market value is approximately 44 percent of West Bank's cost.

## Loans and Nonperforming Assets

Loans outstanding increased \$10,082 from \$838,959 at December 31, 2011, to \$849,041 at March 31, 2012. The increase was primarily attributable to multifamily housing and other commercial real estate loans. Management believes the local economy has stabilized and is showing signs of growth. Credit quality of the Company's loan portfolio continued to improve in the first quarter of 2012.

The following table sets forth the amount of nonperforming loans and other nonperforming assets held by the Company and common ratio measurements of those items.

|  | March 31, 2012 | December 31, 2011 | Change    |    |
|--|----------------|-------------------|-----------|----|
| Nonaccrual loans                                   | \$8,556        | \$8,572           | \$(16)    | )  |
| Loans past due 90 days and still accruing interest | —              | —                 | —         | )  |
| Troubled debt restructured loans <sup>(1)</sup>    | 2,135          | 2,121             | 14        | )  |
| Total nonperforming loans                          | 10,691         | 10,693            | (2)       | )  |
| Other real estate owned                            | 9,963          | 10,967            | (1,004)   | )  |
| Nonaccrual investment securities                   | 1,189          | 1,245             | (56)      | )  |
| Total nonperforming assets                         | \$21,843       | \$22,905          | \$(1,062) | )  |
| Nonperforming loans to total loans                 | 1.26           | % 1.27            | % (0.01)  | )% |
| Nonperforming assets to total assets               | 1.65           | % 1.80            | % (0.15)  | )% |

While TDR loans are commonly reported by the industry as nonperforming, those not classified in the nonaccrual (1) category are accruing interest due to payment performance. TDR loans on nonaccrual status would be included in the nonaccrual category if there were any, however, there were none at these dates.



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The following tables set forth the activity within each category of nonperforming loans and assets for the three months ended March 31, 2012 and 2011, respectively.

## Three months ended March 31, 2012

|                                       | Nonaccrual | Loans<br>Past Due<br>90 Days<br>and Still<br>Accruing<br>Interest | Troubled<br>Debt<br>Restructured | Total<br>Nonperforming<br>Loans | Other<br>Real<br>Estate<br>Owned | Nonaccrual<br>Investment<br>Securities | Total<br>Nonperforming<br>Assets |
|---------------------------------------|------------|---|----------------------------------|---------------------------------|----------------------------------|--|----------------------------------|
| Balance at beginning of period        | \$8,572    | \$—   | \$ 2,121                         | \$ 10,693                       | \$10,967                         | \$1,245                                | \$ 22,905                        |
| Decrease in fair market value         | —          | —   | —                                | —                               | —                                | (10 )                                  | (10 )                            |
| Additions                             | 86         | —   | 28                               | 114                             | 114                              | —                                      | 228                              |
| Sales                                 | —          | —   | —                                | —                               | (970 )                           | —                                      | (970 )                           |
| Subsequent write-downs/<br>impairment | (15 )      | —   | —                                | (15 )                           | (148 )                           | (46 )                                  | (209 )                           |
| Payments                              | (87 )      | —   | (14 )                            | (101 )                          | —                                | —                                      | (101 )                           |
| Balance at end of period              | \$8,556    | \$—   | \$ 2,135                         | \$ 10,691                       | \$9,963                          | \$1,189                                | \$ 21,843                        |

## Three months ended March 31, 2011

|                                       | Nonaccrual | Loans Past<br>Due 90<br>Days and<br>Still<br>Accruing<br>Interest | Troubled<br>Debt<br>Restructured | Total<br>Nonperforming<br>Loans | Other<br>Real<br>Estate<br>Owned | Nonaccrual<br>Investment<br>Securities | Total<br>Nonperforming<br>Assets |
|---------------------------------------|------------|---|----------------------------------|---------------------------------|----------------------------------|--|----------------------------------|
| Balance at beginning of period        | \$7,945    | \$198   | \$ 4,787                         | \$ 12,930                       | \$19,193                         | \$1,339                                | \$ 33,462                        |
| Increase in fair market value         | —          | —   | —                                | —                               | —                                | 88                                     | 88                               |
| Additions                             | 1,505      | 266   | 225                              | 1,996                           | 713                              | —                                      | 2,709                            |
| Transfers:                            |            |   |                                  |                                 |                                  |  |                                  |
| Nonaccrual to OREO                    | (67 )      | —   | —                                | (67 )                           | 67                               | —                                      | —                                |
| Upgrade in classification             | —          | (314 )  | (3,444 )                         | (3,758 )                        | —                                | —                                      | (3,758 )                         |
| Sales                                 | —          | —   | —                                | —                               | (3,354 )                         | —                                      | (3,354 )                         |
| Subsequent write-downs/<br>impairment | (1,724 )   | —   | —                                | (1,724 )                        | (470 )                           | —                                      | (2,194 )                         |
| Payments                              | (1,335 )   | (150 )  | (25 )                            | (1,510 )                        | —                                | —                                      | (1,510 )                         |
| Balance at end of period              | \$6,324    | \$—   | \$ 1,543                         | \$ 7,867                        | \$16,149                         | \$1,427                                | \$ 25,443                        |

Total nonperforming assets have declined 4.6 percent since the end of 2011 and have declined 14.2 percent since March 31, 2011. Management continues to focus on monitoring and eliminating nonperforming assets.

The following table provides the composition of other real estate owned as of March 31, 2012, and December 31, 2011.

|  | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Construction, land development, and other land | \$9,549        | \$9,602           |
| 1-4 family residential properties              | —              | 145               |
| Multifamily                                    | 200            | 270               |
| Commercial properties                          | 214            | 950               |
|  | \$9,963        | \$10,967          |

The Company is actively marketing the assets referenced in the table above. Demand for commercial real estate and development land remains weak. Valuations of other real estate owned are updated by management at least annually so that the properties are carried at current market value less estimated disposal costs. Market values are determined by obtaining updated appraisals or other market information. As of March 31, 2012, the construction and land development category included four properties in the Des Moines metropolitan area, one property in the Iowa City market, one property in Missouri, and one property in Arkansas. The multifamily category consisted of one apartment building in the Des Moines area. The commercial properties consisted of two commercial facilities in the Des Moines area.

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Reference is also made to the information and discussion earlier in this report under the heading "Provision for Loan Losses and the Related Allowance for Loan Losses," and Notes 4 and 5 to the financial statements.

### Deposits

Total deposits increased to \$969,030 as of March 31, 2012, or 1.2 percent compared to December 31, 2011. The slight increase was due to the combination of demand, savings, and money market accounts increasing \$39,761, while certificates of deposit declined \$28,104. Certificates of deposit are not an attractive investment for some segments of our customer base in the current low rate environment.

### Borrowings

The balance of federal funds purchased and securities sold under agreements to repurchase increased \$37,655 in the first quarter of 2012 to \$93,496. The increase was in both categories. Federal funds purchased, which consists of funds sold to West Bank by six Iowa banks as part of the correspondent bank services provided by West Bank, fluctuates depending upon the loan demand and investment strategy of those banks. Securities sold under agreements to repurchase are also very fluid funds which fluctuate based on the needs of our customers. There was no change in long-term borrowing in the first quarter of 2012.

### Liquidity and Capital Resources

The objective of liquidity management is to ensure the availability of sufficient cash flows to meet all financial commitments and to capitalize on opportunities for profitable business expansion. The Company's principal source of funds is deposits. Other sources include loan principal repayments, proceeds from the maturity and sale of investment securities, principal payments on collateralized mortgage obligations and mortgage-backed securities, federal funds purchased, repurchase agreements, advances from the FHLB, and funds provided by operations. Liquidity management is conducted on both a daily and a long-term basis. Investments in liquid assets are adjusted based on expected loan demand, projected loan maturities and payments, expected deposit flows, and the objectives set by West Bank's asset-liability management policy. The Company had liquid assets (cash and cash equivalents) of \$108,506 at March 31, 2012, compared with \$87,104 as of December 31, 2011. West Bank had additional borrowing capacity available from the FHLB of approximately \$40,000 at March 31, 2012. In addition, West Bank has \$53,000 in borrowing capacity available through unsecured federal funds lines of credit and \$10,000 available through secured federal funds lines of credit with correspondent banks. West Bank was not drawing on any of those lines of credit as of March 31, 2012. Net cash from operating activities contributed \$7,394 and \$10,408 to liquidity for the three months ended March 31, 2012 and 2011, respectively. Management believes the Company was in a strong liquidity position as of March 31, 2012.

The Company's total stockholders' equity increased \$2,818 during first quarter of 2012 to \$126,269. At March 31, 2012, stockholders' equity was 9.56 percent of total assets compared to 9.72 percent as of December 31, 2011. No material capital expenditures or material changes in the capital resource mix are anticipated at this time.

The Company and West Bank are subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements can result in certain mandatory and possibly additional discretionary actions by regulators that could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and regulatory framework for prompt corrective action, the Company and West Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and West Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors.



Quantitative measures established by regulation to ensure capital adequacy require the Company and West Bank to maintain minimum amounts and ratios (set forth in the following table) of Total and Tier I Capital to Risk-Weighted Assets and of Tier I Capital to Average Assets. Management believes the Company and West Bank met all applicable capital adequacy requirements as of March 31, 2012. Prompt corrective action provisions are not applicable to the Company. As of March 31, 2012, West Bank was categorized as well-capitalized under the regulatory framework for prompt corrective action.

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The Company's and West Bank's capital amounts and ratios are presented in the following table.

|  | Actual     |       | For Capital Adequacy Purposes |       | To Be Well-Capitalized Under Prompt Corrective Action Provisions |       |   |
|--|------------|-------|-------------------------------|-------|--|-------|---|
|  | Amount     | Ratio | Amount                        | Ratio | Amount   | Ratio |   |
| As of March 31, 2012:                    |            |       |                               |       |  |       |   |
| Total Capital (to Risk-Weighted Assets)  |            |       |                               |       |  |       |   |
| Consolidated                             | \$ 157,395 | 16.44 | % \$ 76,607                   | 8.0   | % n/a  | n/a   |   |
| West Bank                                | 141,215    | 15.26 | 74,025                        | 8.0   | \$ 92,531  | 10.0  | % |
| Tier I Capital (to Risk-Weighted Assets) |            |       |                               |       |  |       |   |
| Consolidated                             | 145,367    | 15.18 | 38,304                        | 4.0   | n/a  | n/a   |   |
| West Bank                                | 129,586    | 14.00 | 37,013                        | 4.0   | 55,519   | 6.0   |   |
| Tier I Capital (to Average Assets)       |            |       |                               |       |  |       |   |
| Consolidated                             | 145,367    | 11.22 | 51,810                        | 4.0   | n/a  | n/a   |   |
| West Bank                                | 129,586    | 10.13 | 51,169                        | 4.0   | 63,962   | 5.0   |   |
| As of December 31, 2011:                 |            |       |                               |       |  |       |   |
| Total Capital (to Risk-Weighted Assets)  |            |       |                               |       |  |       |   |
| Consolidated                             | \$ 154,728 | 16.27 | % \$ 76,075                   | 8.0   | % n/a  | n/a   |   |
| West Bank                                | 138,508    | 15.09 | 73,433                        | 8.0   | \$ 91,791  | 10.0  | % |
| Tier I Capital (to Risk-Weighted Assets) |            |       |                               |       |  |       |   |
| Consolidated                             | 142,781    | 15.01 | 38,037                        | 4.0   | n/a  | n/a   |   |
| West Bank                                | 126,969    | 13.83 | 36,716                        | 4.0   | 55,075   | 6.0   |   |
| Tier I Capital (to Average Assets)       |            |       |                               |       |  |       |   |
| Consolidated                             | 142,781    | 11.05 | 51,695                        | 4.0   | n/a  | n/a   |   |
| West Bank                                | 126,969    | 9.95  | 51,046                        | 4.0   | 63,808   | 5.0   |   |

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of earnings volatility that results from adverse changes in interest rates and market prices. The Company's market risk is primarily interest rate risk arising from its core banking activities of lending and deposit taking. Interest rate risk is the risk that changes in market interest rates may adversely affect the Company's net interest income. Management continually develops and implements strategies to mitigate this risk. The analysis of the Company's interest rate risk was presented in the Form 10-K filed with the Securities and Exchange Commission on March 7, 2012, and is incorporated herein by reference. The Company has not experienced any material changes to its market risk position since December 31, 2011. Management does not believe the Company's primary market risk exposures and how those exposures were managed in the first three months of 2012 changed when compared to 2011.

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Item 4. Controls and Procedures

a. Evaluation of disclosure controls and procedures. As of the end of the period covered by this report, an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 240.13a-15(f)) was performed under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's current disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

b. Changes in internal controls over financial reporting. There were no changes in the Company's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

There were no material developments during the first quarter of 2012 in the litigation described in Note 9 of the financial statements, incorporated herein by reference to Part I. The Company and West Bank are not parties to any other pending legal proceedings, other than ordinary litigation incidental to West Bank's business, and no property of these entities is the subject of any such proceeding. The Company does not know of any proceeding contemplated by a governmental authority against the Company or West Bank or any of the companies' property.

Item 1A. Risk Factors

Management does not believe there have been any material changes in the risk factors that were disclosed in the Form 10-K filed with the Securities and Exchange Commission on March 7, 2012.

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Item 6. Exhibits

The following exhibits are filed as part of this report:

| Exhibits | Description   |
|----------|---|
| 10.1     | Form of Restricted Stock Unit Award Agreement   |
| 31.1     | Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2     | Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32.1     | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2     | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS  | XBRL Instance Document <sup>(1)</sup>   |
| 101.SCH  | XBRL Taxonomy Extension Schema Document <sup>(1)</sup>  |
| 101.CAL  | XBRL Taxonomy Extension Calculation Linkbase Document <sup>(1)</sup>  |
| 101.LAB  | XBRL Taxonomy Extension Label Linkbase Document <sup>(1)</sup>  |
| 101.PRE  | XBRL Taxonomy Extension Presentation Linkbase Document <sup>(1)</sup>   |
| 101.DED  | XBRL Taxonomy Extension Definitions Linkbase Document <sup>(1)</sup>  |

These interactive data files shall not be deemed filed for purposes of Section 11 or 12 of the Securities Act of (1) 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under those sections.

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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.

West Bancorporation,  
Inc.  
(Registrant)

April 26, 2012            By: /s/ David D. Nelson  
Date                            David D. Nelson  
   Chief Executive Officer and President

April 26, 2012            By: /s/ Douglas R. Gulling  
Date                            Douglas R. Gulling  
   Executive Vice President and Chief Financial  
   Officer  
   (Principal Accounting Officer)

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