

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**  
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### FILER

#### UNIZAN FINANCIAL CORP

CIK: **746481** | IRS No.: **341442295** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
Type: **10-K/A** | Act: **34** | File No.: **000-13270** | Film No.: **05791264**  
SIC: **6021** National commercial banks

Mailing Address	Business Address
220 MARKET AVENUE SOUTH 220 MARKET AVENUE SOUTH CANTON OH 44702	220 MARKET AVE SOUTH 220 MARKET AVENUE SOUTH CANTON OH 44701 3304381823

**United States**  
**Securities and Exchange Commission**  
Washington, D.C. 20549

**FORM 10-K/A**  
(Amendment No. 1 to Form 10-K)

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

For the fiscal year ended December 31, 2004

Commission File Number 0-13270

**Unizan Financial Corp.**

(Exact name of Registrant as specified in its charter)

Ohio  
State of incorporation

34-1442295  
(IRS Employer Identification No.)

220 Market Avenue South, Canton, Ohio  
(Address of principal executive offices)

44702  
(Zip Code)

Registrant's telephone number, including area code: (330) 438-1118

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

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$1.00 Stated Value

(Title of Class)

Nasdaq Stock Market

Name of Exchange on which Registered

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in rule 12b-2 of the Act). Yes  No

The aggregate market value of the Registrant' s outstanding voting common stock held by non-affiliates on June 30, 2004, determined using a per share closing price on that date of \$26.10, as quoted on the Nasdaq Stock Exchange, was \$534,126,217.

The number of shares outstanding of the Registrant' s common stock, as of February 28, 2005: 22,087,398 shares of \$1.00 per share stated value common stock.

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**INTRODUCTORY NOTE**

In reliance upon the order of the Securities and Exchange Commission issued under Section 36 of the Securities Exchange Act of 1934 (Release No. 50754, November 30, 2004), Unizan Financial Corp. (the “Company”) omitted from Item 9A of its Annual Report on Form 10-K for the Fiscal Year ended December 31, 2004 (the “Original Report”), both the Annual Report of its Management on Internal Control over Financial Reporting, as required by Item 308(a) of Regulation S-K, as well as the related Attestation Report of a registered public accounting firm, as required by Item 308(b) of Regulation S-K. The Company is filing this Amendment No. 1 to Annual Report on Form 10-K (the “Amendment”) to provide the information that was omitted from Item 9A of the Original Report and to correct the date of the Section 906 Certifications attached to the Original Report as Exhibits 32.1 and 32.2. No other information is being amended by the Amendment and the Company has not updated disclosures in this Amendment to reflect any event subsequent to the Company’ s filing of the Original Report.

UNIZAN FINANCIAL CORP.

FORM 10-K/A  
(Amendment No. 1 to Form 10-K)  
December 31, 2004

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## Item 9A – Controls and Procedures

The Company's management carried out an evaluation, under the supervision of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2004, pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Chief Executive Officer along with the Chief Operating Officer concluded and reported to the Audit Committee of the Company that the following inadequate controls, which individually or in the aggregate, could result in a material misstatement to annual or interim consolidated financial statements that would not be prevented or detected. Accordingly, management determined that these control deficiencies constitute material weaknesses.

Application and infrastructure change controls. At December 31, 2004, the Company did not maintain effective control over the documentation of application and infrastructure change controls. This control deficiency primarily related to incomplete logging or detection of changes to the application database and infrastructure systems by the Company's core processing service provider. This deficiency could result in unauthorized or undetected access or modifications to the application data base and ultimately in unauthorized transactions being recorded in the general accounting records. In addition to controls in place at the Company's core processing service provider, daily balancing of application system transactions and activity, account reconciliations and reviews, and internal audit testing and review procedures mitigate the likelihood of any material modification to the application data base going undetected for an extended period of time.

Security around user access rights to certain application systems. At December 31, 2004, the Company did not maintain effective control over restricting of access rights to the general ledger application which could result in unauthorized transactions being recorded in the general accounting records. Daily balancing of loan and deposit transactions and activity, general ledger account reconciliations and reviews, management review of manual journal entries and internal audit testing and review procedures mitigate the likelihood of any material unauthorized transactions recorded in the general accounting records going undetected for an extended period of time.

The aforementioned material weaknesses did not result in any adjustment to the Company's annual or interim consolidated financial statements. A variety of procedural improvements were implemented throughout the fourth quarter; however, because some were not fully implemented until December 17, 2004, this did not allow for adequate testing time to determine that such weaknesses were remediated and the control was effective at December 31, 2004. Testing of these improvements was performed during the first quarter of 2005 and the weaknesses were determined to be remediated and the controls effective at March 30, 2005.

### ***Management's Report on Internal Control Over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal controls over the Company's financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of the Company's assets that could have a material effect on the financial statements.

No matter how well designed, internal control over financial reporting may not prevent or detect all misstatements. Projection of the evaluation of the effectiveness to future periods is subject to risks, including but not limited to (a) controls may become inadequate due to changes in conditions; (b) a deterioration in the degree of compliance with policies or procedures; and (c) the possibility of control circumvention or override, any of which may lead to misstatements due to undetected error or fraud. Effective internal control over financial reporting can provide only a reasonable assurance with respect to financial statement preparation and reporting.



Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2004 based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in "Internal Control - Integrated Framework."

Based on that assessment, management determined that, as of December 31, 2004, the Company did not maintain effective control over general computer controls and material weaknesses existed. A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following describes the material weaknesses that existed at December 31, 2004:

Application and infrastructure change controls. At December 31, 2004, the Company did not maintain effective control over the documentation of application and infrastructure change controls. This control deficiency primarily related to incomplete logging or detection of changes to the application database and infrastructure systems. This deficiency could result in unauthorized access or modifications to the application data base and ultimately in unauthorized transactions being recorded in the general accounting records.

Security around user access rights to certain application systems. At December 31, 2004, the Company did not maintain effective control over restricting of access rights to the general ledger application which could result in unauthorized transactions being recorded in the general accounting records.

Because of the material weaknesses described above, management has concluded that, as of December 31, 2004, the Company did not maintain effective internal controls over financial reporting, based on criteria established by COSO in "Internal Control - Integrated Framework." Management has determined that such material weaknesses did not result in any adjustment to the Company's annual or interim consolidated financial statements.

A variety of procedural improvements were implemented throughout the fourth quarter; however, because some were not fully implemented until December 17, 2004, this did not allow for adequate testing time to determine that such weaknesses were remediated and the controls were effective at December 31, 2004. Testing of these improvements was performed during the first quarter of 2005 and the weaknesses were determined to be remediated and the controls effective at March 30, 2005.

Management's assessment of the effectiveness of the Company's Internal Control Over Financial Reporting as of December 31, 2004, has been audited by Crowe Chizek and Company LLC, an independent registered public accounting firm, and their report appears on page 6.

Roger L. Mann  
President and Chief Executive Officer

James H. Nicholson  
Executive Vice President, Chief  
Operating Officer and Chief Financial Officer



Board of Directors and Shareholders  
Unizan Financial Corp.  
Canton, Ohio

We have audited management's assessment, included in Management's Report on Internal Control Over Financial Reporting included under Item 9A, that Unizan Financial Corp. did not maintain effective internal control over financial reporting as of December 31, 2004, because of the effect of a material weakness over application and infrastructure change controls and security around user access rights to certain application systems, based on criteria established in *Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*. Unizan Financial Corp.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

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

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

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

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weaknesses have been identified and included in management's assessment.

*Application and Infrastructure Change Controls.* At December 31, 2004, the Company did not maintain effective control over restricting of access rights to the general ledger application which could result in unauthorized transactions being recorded in the general accounting records.

*Security Around User Access Rights to Certain Application Systems.* At December 31, 2004, the Company did not maintain effective control over restricting of access rights to the general ledger application which could result in unauthorized transaction being recorded in the general accounting records.

These material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2004 financial statements, and this report does not affect our report dated March 11, 2005.

In our opinion, management' s assessment that Unizan Financial Corp. did not maintain effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on criteria established in *Internal Control–Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*. Also, in our opinion, because of the effect of the material weaknesses described above on the achievement of the objectives of the control criteria, Unizan Financial Corp. has not maintained effective internal control over financial reporting as of December 31, 2004, based on criteria established in *Internal Control–Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*.

We do not express an opinion or any other form of assurance on management' s statement regarding post year-end remediation actions.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Unizan Financial Corp. as of December 31, 2004 and 2003, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004, and our report dated March 11, 2005 expressed an unqualified opinion on those consolidated financial statements.

/s/ CROWE CHIZEK AND COMPANY LLC

Crowe Chizek and Company LLC

Columbus, Ohio  
April 21, 2005

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Unizan Financial Corp.

/s/ GARY N. FIELDS

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**Gary N. Fields**

Chairman of the Board

April 21, 2005

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

/s/ GARY N. FIELDS

\_\_\_\_\_  
**Gary N. Fields**

Chairman of the Board

April 21, 2005

/s/ ROGER L. MANN

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**Roger L. Mann**

President and Chief Executive Officer

April 21, 2005

/s/ JAMES H. NICHOLSON

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**James H. Nicholson**

Executive Vice President and Chief Operating Officer

Principal Financial Officer

April 21, 2005

/s/ PHILIP E. BURKE

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**Philip E. Burke**

Director

April 21, 2005

/s/ E. LANG D' ATRI

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**E. Lang D' Atri**

Director

April 21, 2005

/s/ ROGER L. DEVILLE

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**Roger L. Deville**

Director

April 21, 2005

/s/ RUSSELL W. MAIER

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**Russell W. Maier**

Director

April 21, 2005

/s/ JAMES M. MATESICH

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**James M. Matesich**

Director

April 21, 2005

/s/ JAMES L. NICHOLS

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**James L. Nichols**

Director

April 21, 2005

/s/ E. SCOTT ROBERTSON

\_\_\_\_\_  
**E. Scott Robertson**

Director

April 21, 2005

/s/ KARL C. SAUNDERS

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**Karl C. Saunders, MD, MBA, FACS**

Director

April 21, 2005

/s/ MARC L. SCHNEIDER

\_\_\_\_\_  
**Marc L. Schneider**

Director

April 21, 2005

/s/ FRANK J. DOSCH

**Frank J. Dosch, CLU, ChFC**

Director

April 21, 2005

/s/ GEORGE M. SMART

**George M. Smart**

Director

April 21, 2005

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/s/ SUSAN S. HOLDREN

**Susan S. Holdren**

Director

April 21, 2005

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/s/ EDGAR W. JONES, JR.

**Edgar W. Jones, Jr.**

Director

April 21, 2005

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/s/ GENE E. LITTLE

**Gene E. Little**

Director

April 21, 2005

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/s/ WILLIAM T. STEWART

**William T. Stewart, PhD, PE**

Director

April 21, 2005

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/s/ JOHN W. STRAKER, JR.

**John W. Straker, Jr.**

Director

April 21, 2005

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/s/ WARREN W. TYLER

**Warren W. Tyler**

Director

April 21, 2005

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements of Unizan Financial Corp. on Forms S-8 (Nos. 333-89485, 333-102561 and 333-106956) of our report dated April 21, 2005 with respect to the Unizan Financial Corp. management's assessment of the effectiveness of internal control over financial reporting, which report appears in this Amended Annual Report on Form 10-K of Unizan Financial Corp. for the year ended December 31, 2004.

Crowe Chizek and Company LLC

Columbus, Ohio

April 29, 2005

## CERTIFICATION

I, Roger L. Mann, certify that:

1. I have reviewed this annual report on Form 10-K and Form 10-K/A of Unizan Financial Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 21, 2005

/s/ Roger L. Mann

Roger L. Mann

President and Chief Executive Officer

## CERTIFICATION

I, James H. Nicholson, certify that:

1. I have reviewed this annual report on Form 10-K and Form 10-K/A of Unizan Financial Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 21, 2005

/s/ James H. Nicholson

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James H. Nicholson  
 Executive Vice President and Chief  
 Operating Officer  
 Principal Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Unizan Financial Corp.' s (the "Company") Annual Report on Form 10-K for the period ending December 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Roger L. Mann, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 21, 2005

/s/ ROGER L. MANN

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Roger L. Mann

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Unizan Financial Corp.' s (the "Company") Annual Report on Form 10-K for the period ending December 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James H. Nicholson, Principal Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 21, 2005

/s/ JAMES H. NICHOLSON

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James H. Nicholson  
Executive Vice President and Chief  
Operating Officer  
Principal Financial Officer