

ORRSTOWN FINANCIAL SERVICES INC

Form 10-Q

May 09, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10 Q**

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

**For the quarterly period ended March 31, 2014**

**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: 001-34292**

**ORRSTOWN FINANCIAL SERVICES, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Pennsylvania**  
**(State or Other Jurisdiction of**

**23-2530374**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**77 East King Street, P. O. Box 250, Shippensburg,**  
**Pennsylvania**

**17257**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (717) 532-6114**

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Number of shares outstanding of the registrant's Common Stock as of May 1, 2014: 8,109,818.

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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

**Consolidated Balance Sheets (Unaudited)****ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY**

<i>(Dollars in thousands, except per share data)</i>	<b>March 31, 2014</b>	December 31, 2013 *
<b>Assets</b>		
Cash and due from banks	\$ 16,707	\$ 12,995
Interest bearing deposits with banks	13,650	24,565
Cash and cash equivalents	30,357	37,560
Restricted investments in bank stock	9,014	9,921
Securities available for sale	431,786	406,943
Loans held for sale	2,652	1,936
Loans	673,282	671,037
Less: Allowance for loan losses	(20,497)	(20,965)
Net Loans	655,437	652,008
Premises and equipment, net	26,431	26,441
Cash surrender value of life insurance	26,042	25,850
Intangible assets	570	622
Accrued interest receivable	3,313	3,400
Other assets	15,067	15,067
Total assets	\$ 1,198,017	\$ 1,177,812
<b>Liabilities</b>		
Deposits:		
Non-interest bearing	\$ 124,353	\$ 116,371
Interest bearing	878,052	884,019
Total deposits	1,002,405	1,000,390
Short-term borrowings	48,821	59,032
Long-term debt	25,718	16,077
Accrued interest and other liabilities	24,821	10,874

Total liabilities	<b>1,101,765</b>	1,086,373
<b>Shareholders' Equity</b>		
Preferred Stock, \$1.25 par value per share; 500,000 shares authorized; no shares issued or outstanding	<b>0</b>	0
Common stock, no par value - \$ 0.05205 stated value per share 50,000,000 shares authorized; 8,110,629 and 8,107,274 shares issued; 8,109,818 and 8,106,463 shares outstanding	<b>422</b>	422
Additional paid - in capital	<b>123,164</b>	123,105
Retained earnings (accumulated deficit)	<b>(25,277)</b>	(27,255)
Accumulated other comprehensive income (loss)	<b>(2,037)</b>	(4,813)
Treasury stock - common, 811 shares, at cost	<b>(20)</b>	(20)
Total shareholders' equity	<b>96,252</b>	91,439
Total liabilities and shareholders' equity	<b>\$ 1,198,017</b>	\$ 1,177,812

\* The consolidated balance sheet at December 31, 2013 has been derived from audited financial statements at that date.

*The Notes to Consolidated Financial Statements are an integral part of these statements.*

**Table of Contents****Consolidated Statements of Operations (Unaudited)****ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	<b>March 31,</b>
	<b>2014</b>	<b>2013</b>
<i>(Dollars in thousands, except per share data)</i>		
<b>Interest and dividend income</b>		
Interest and fees on loans	\$ 7,441	\$ 8,217
Interest and dividends on investment securities		
Taxable	1,918	941
Tax-exempt	234	265
Short-term investments	8	61
<b>Total interest and dividend income</b>	<b>9,601</b>	<b>9,484</b>
<b>Interest expense</b>		
Interest on deposits	956	1,224
Interest on short-term borrowings	33	6
Interest on long-term debt	96	147
<b>Total interest expense</b>	<b>1,085</b>	<b>1,377</b>
<b>Net interest income</b>	<b>8,516</b>	<b>8,107</b>
Provision for loan losses	0	0
<b>Net interest income after provision for loan losses</b>	<b>8,516</b>	<b>8,107</b>
<b>Noninterest income</b>		
Service charges on deposit accounts	1,269	1,414
Other service charges, commissions and fees	188	228
Trust department income	1,208	1,127
Brokerage income	448	637
Mortgage banking activities	459	752
Earnings on life insurance	234	239
Other income (loss)	35	(87)
Investment securities gains	597	122
<b>Total noninterest income</b>	<b>4,438</b>	<b>4,432</b>
<b>Noninterest expense</b>		
Salaries and employee benefits	5,812	5,746
Occupancy expense	635	548
Furniture and equipment	836	777

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Data processing	<b>381</b>	128
Automated teller machine and interchange fees	<b>180</b>	255
Advertising and bank promotions	<b>425</b>	211
FDIC insurance	<b>464</b>	665
Professional services	<b>628</b>	761
Collection and problem loan	<b>159</b>	182
Real estate owned	<b>27</b>	43
Taxes, other than income	<b>158</b>	244
Intangible asset amortization	<b>52</b>	52
Other operating expenses	<b>1,219</b>	1,337
Total noninterest expenses	<b>10,976</b>	10,949
Income before income tax	<b>1,978</b>	1,590
Income tax expense	<b>0</b>	30
<b>Net income</b>	<b>\$ 1,978</b>	\$ 1,560

**Per share information:**

Basic earnings per share	<b>\$ 0.24</b>	\$ 0.19
Diluted earnings per share	<b>0.24</b>	0.19
Dividends per share	<b>0.00</b>	0.00

*The Notes to Consolidated Financial Statements are an integral part of these statements.*

**Table of Contents****Consolidated Statements of Comprehensive Income (Loss) (Unaudited)****ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY**

<i>(Dollars in thousands)</i>	<b>Three Months Ended</b>	
	<b>March 31, 2014</b>	March 31, 2013
Net income	<b>\$ 1,978</b>	\$ 1,560
Other comprehensive income (loss), net of tax:		
Unrealized gains (losses) on securities available for sale arising during the period	<b>4,868</b>	(652)
Reclassification adjustment for gains realized in net income	<b>(597)</b>	(122)
Net unrealized gains (losses)	<b>4,271</b>	(774)
Tax effect	<b>(1,495)</b>	271
Total other comprehensive income (loss), net of tax and reclassification adjustments	<b>2,776</b>	(503)
Total comprehensive income	<b>\$ 4,754</b>	\$ 1,057

*The Notes to Consolidated Financial Statements are an integral part of these statements.*



**Table of Contents****Consolidated Statements of Changes in Shareholders' Equity (Unaudited)****ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY**

<i>(Dollars in thousands, except per share data)</i>	<b>Three Months Ended March 31, 2014 and 2013</b>						<b>Total Shareholders' Equity</b>
	<b>Common Stock</b>	<b>Additional Paid-In Capital</b>	<b>Retained Earnings (Accumulated Deficit)</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Treasury Stock</b>		
Balance, January 1, 2013	\$ 421	\$ 122,724	\$ (37,259)	\$ 1,828	\$ (20)	\$ 87,694	
Net income	0	0	1,560	0	0	1,560	
Total other comprehensive income (loss), net of taxes	0	0	0	(503)	0	(503)	
Stock-based compensation plans:							
Issuance of stock (11,175 shares), including compensation expense of \$39	0	95	0	0	0	95	
Issuance of stock through dividend reinvestment plan (214 shares)	0	3	0	0	0	3	
Balance, March 31, 2013	\$ 421	\$ 122,822	\$ (35,699)	\$ 1,325	\$ (20)	\$ 88,849	
Balance, January 1, 2014	\$ 422	\$ 123,105	\$ (27,255)	\$ (4,813)	\$ (20)	\$ 91,439	
Net income (loss)	0	0	1,978	0	0	1,978	
Total other comprehensive income, net of taxes	0	0	0	2,776	0	2,776	
Stock-based compensation plans:							
Issuance of stock (3,348 shares), including compensation expense of \$12	0	59	0	0	0	59	
Issuance of stock through dividend reinvestment plan (7 shares)	0	0	0	0	0	0	
Balance, March 31, 2014	\$ 422	\$ 123,164	\$ (25,277)	\$ (2,037)	\$ (20)	\$ 96,252	

*The Notes to Consolidated Financial Statements are an integral part of these statements.*

**Table of Contents****Consolidated Statements of Cash Flows (Unaudited)****ORRSTOWN FINANCIAL SERVICES, INC. AND ITS WHOLLY-OWNED SUBSIDIARY**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	<b>March 31,</b>
	<b>2014</b>	<b>2013</b>
<i>(Dollars in thousands)</i>		
<b>Cash flows from operating activities</b>		
Net income	\$ 1,978	\$ 1,560
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of premiums on securities available for sale	1,358	1,720
Depreciation and amortization	765	661
Stock based compensation	12	39
Net change in loans held for sale	(716)	682
Net loss on disposal of other real estate owned	0	122
Net loss on disposal of premises and equipment	46	0
Investment securities gains	(597)	(122)
Earnings on cash surrender value of life insurance	(234)	(239)
(Increase) decrease in accrued interest receivable	116	(256)
Increase in accrued interest payable and other liabilities	1,196	1
Other, net	80	(2,117)
Net cash provided by operating activities	4,004	2,051
<b>Cash flows from investing activities</b>		
Proceeds from sales of available for sale securities	67,567	19,786
Maturities, repayments and calls of available for sale securities	11,205	22,035
Purchases of available for sale securities	(87,383)	(91,956)
Net change in restricted investments in bank stocks	907	222
Net (increase) decrease in loans	(4,346)	27,437
Purchases of bank premises and equipment	(649)	(184)
Proceeds from disposal of other real estate owned	0	122
Net cash used by investing activities	(12,699)	(22,538)
<b>Cash flows from financing activities</b>		
Net increase (decrease) in deposits	2,015	(40,742)
Net increase (decrease) in short term purchased funds	(10,211)	5,594
Proceeds from long-term debt	10,000	0
Payments on long-term debt	(359)	(342)
Net proceeds from issuance of common stock	47	59
Net cash provided by (used in) financing activities	1,492	(35,431)

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Net decrease in cash and cash equivalents	(7,203)	(55,918)
Cash and cash equivalents at beginning of period	37,560	150,688
Cash and cash equivalents at end of period	\$ 30,357	\$ 94,770

**Supplemental disclosures of cash flow information:**

Cash paid during the period for:

Interest	\$ 1,079	\$ 1,378
Income taxes	0	0

**Supplemental schedule of noncash investing activities:**

Other real estate acquired in settlement of loans	1,625	293
Security purchases not yet settled	12,751	0

*The Notes to Consolidated Financial Statements are an integral part of these statements.*

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**Notes to Consolidated Financial Statements**

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Nature of Operations* Orrstown Financial Services, Inc. (the Company) is a bank holding company (that has elected status as a financial holding company with the Board of Governors of the Federal Reserve System (the FRB)) whose primary activity consists of supervising its wholly-owned subsidiary, Orrstown Bank (the Bank). The Company operates through its office in Shippensburg, Pennsylvania. The Bank provides services through its network of 22 offices in Cumberland, Franklin, Lancaster, and Perry Counties of Pennsylvania and in Washington County, Maryland. The Bank engages in lending services for commercial loans, residential loans, commercial mortgages and various forms of consumer lending. Deposit services include checking, savings, time, and money market deposits. The Bank also provides investment and brokerage services through its Orrstown Financial Advisors division. The Company and the Bank are subject to the regulation of certain federal and state agencies and undergo periodic examinations by such regulatory authorities.

*Basis of Presentation* The unaudited consolidated financial statements of the Company and its subsidiary are presented for the three months ended March 31, 2014 and 2013 and have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly they do not include all of the information and footnotes required by GAAP for complete financial statements. However, unaudited information reflects all adjustments (consisting solely of normal recurring adjustments) that are, in the opinion of management, considered necessary for a fair presentation of the financial position, results of operations and cash flows for the interim period. Information presented at December 31, 2013 is condensed from audited year-end financial statements. For further information, refer to the audited consolidated financial statements and footnotes thereto, included in the Annual Report on Form 10-K for the year ended December 31, 2013. The consolidated financial statements include the accounts of the Company and the Bank. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. All significant intercompany transactions and accounts have been eliminated.

*Use of Estimates* The preparation of financial statements in conformity with GAAP requires management 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for losses on loans and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans, and the valuation allowance required on its deferred tax assets. In connection with the determination of the allowance for losses on loans and foreclosed real estate, management obtains independent appraisals for significant properties.

While management uses available information to recognize losses on loans and foreclosed real estate, future additions to the allowances may be necessary based on changes in local economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for losses on loans and foreclosed real estate. Such agencies may require the Company to recognize additions to the allowance based on their judgments concerning information available to them at the time of their examination. Because of these factors, management's estimate of credit losses inherent in the loan portfolio and the related allowance may change in the near term.

The Company has established a full valuation allowance on its net deferred tax assets at March 31, 2014, based on the Company's previous taxable losses, projections for future taxable income, and other available evidence, in which management determined it was more likely than not that some portion of the asset would not be realized. Management may need to modify its judgment in this regard from one quarter to the next, and should continued improvement occur in operating performance, the need for a full valuation allowance may be reduced or eliminated.

*Subsequent Events* GAAP establishes standards for accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. The subsequent events principle sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition in the financial statements, identifies the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and specifies the disclosures that should be made about events or transactions that occur after the balance sheet date. In preparing these financial statements, the Company evaluated the events and transactions that occurred after March 31, 2014, through the date these financial statements were filed with the Securities and Exchange Commission (the Commission).

*Concentration of Credit Risk* The Company grants commercial, residential and consumer loans to customers in its market area. Although the Company maintains a diversified loan portfolio, a significant portion of its customers ability to honor their contracts is dependent upon economic sectors for construction contractors, residential and non-residential building operators, sales finance, sub-dividers and developers. Management evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if collateral is deemed necessary by the Company upon the extension of credit, is based on management's credit evaluation of the customer. Collateral held varies, but generally includes real estate and equipment.

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The types of securities the Company invests in are included in Note 2, *Securities Available for Sale* and the types of lending the Company engages in are included in Note 3, *Loans Receivable and Allowance for Loan Losses*.

*Cash and Cash Equivalents* For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash, balances due from banks, federal funds sold and interest bearing deposits due on demand, all of which have original maturities of 90 days or less.

*Restricted Investments in Bank Stocks* Restricted investments in bank stocks, which represents required investments in the common stock of correspondent banks, is carried at cost as of March 31, 2014 and December 31, 2013, and consists of common stock of the Federal Reserve Bank of Philadelphia ( *Federal Reserve Bank* ), Atlantic Community Bankers Bank and the Federal Home Loan Bank of Pittsburgh ( *FHLB* ) stocks.

Management evaluates the restricted investment in bank stocks for impairment in accordance with Accounting Standard Codification (ASC) Topic 942, *Accounting by Certain Entities (Including Entities with Trade Receivables) That Lend to or Finance the Activities of Others*. Management's determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of their cost is influenced by criteria such as (1) the significance of the decline in net assets of the correspondent bank as compared to the capital stock amount for the correspondent bank and the length of time this situation has persisted, (2) commitments by the correspondent bank to make payments required by law or regulation and the level of such payments in relation to the operating performance of the correspondent bank, and (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the correspondent bank.

Management believes no impairment charge is necessary related to the restricted investment in bank stocks as of March 31, 2014. However, security impairment analysis is completed quarterly and the determination that no impairment had occurred as of March 31, 2014 is no assurance that impairment may not occur in the future.

*Securities* Certain debt securities that management has the positive intent and ability to hold to maturity are classified as *held to maturity* and recorded at amortized cost. *Trading* securities are recorded at fair value with changes in fair value included in earnings. As of March 31, 2014 and December 31, 2013 the Company had no held to maturity or trading securities. Securities not classified as held to maturity or trading, including equity securities with readily determinable fair values, are classified as *available for sale* and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities and approximate the level yield method. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

The Company follows the accounting guidance related to recognition and presentation of other-than-temporary impairment (FASB ASC 820-10). This guidance specifies that (a) if a company does not have the intent to sell a debt security prior to recovery and (b) it is more likely than not that it will not have to sell the debt security prior to recovery; the security would not be considered other-than-temporarily impaired unless there is a credit loss. When an entity does not intend to sell the security, and it is more likely than not that the entity will not have to sell the security before recovery of its cost basis, it will recognize the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income. For held-to-maturity debt securities, the amount of an other-than-temporary impairment recorded in other comprehensive income for the noncredit portion of a previous other-than-temporary impairment should be amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

The Company had no debt securities it deemed to be other than temporarily impaired at March 31, 2014 and December 31, 2013.

The Company's securities are exposed to various risks, such as interest rate risk, market risk, and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect investment assets reported in the consolidated financial statements.

For equity securities, when the Company has decided to sell an impaired available-for-sale security and the entity does not expect the fair value of the security to fully recover before the expected time of sale, the security is deemed other-than-temporarily impaired in the period in which the decision to sell is made. The Company recognizes an impairment loss when the impairment is deemed other than temporary even if a decision to sell has not been made.

*Loans Held for Sale* Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value (LOCM). Gains and losses on loan sales (sales proceeds minus carrying value) are recorded in non-interest income.

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*Loans* The Company grants commercial, mortgage, and consumer loans to its customers located principally in south-central Pennsylvania and northern Maryland. The ability of the Company's debtors to honor their contracts is dependent largely upon the real estate and general economic conditions in this area.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and amortized as a yield adjustment over the respective term of the loan.

For all classes of loans, the accrual of interest income on loans, including impaired loans, ceases when principal or interest is past due 90 days or more or immediately if, in the opinion of management, full collection is unlikely. Interest will continue to accrue on loans past due 90 days or more if the collateral is adequate to cover principal and interest, and the loan is in the process of collection. Interest accrued, but not collected, as of the date of placement on nonaccrual status, is reversed and charged against current interest income, unless fully collateralized. Subsequent payments received are either applied to the outstanding principal balance or recorded as interest income, depending upon management's assessment of the ultimate collectability of principal. Loans are returned to accrual status, for all loan classes, when all the principal and interest amounts contractually due are brought current, the loan has performed in accordance with the contractual terms of the note for a reasonable period of time, generally six months, and the ultimate collectability of the total contractual principal and interest is reasonably assured. Past due status is based on contractual terms of the loan.

Loans, the terms of which are modified, are classified as troubled debt restructurings if a concession was granted, for legal or economic reasons, related to a debtor's financial difficulties. Concessions granted under a troubled debt restructuring typically involve a temporary deferral of scheduled loan payments, an extension of a loan's stated maturity date, temporary reduction in interest rates, or granting of an interest rate below market rates given the risk of the transaction. If a modification occurs while the loan is on accruing status, it will continue to accrue interest under the modified terms. Nonaccrual troubled debt restructurings are restored to accrual status if scheduled principal and interest payments, under the modified terms, are current for six months after modification, and the borrower continues to demonstrate its ability to meet the modified terms. Troubled debt restructurings that are not collateral dependent are evaluated individually for impairment if they have been restructured during the most recent calendar year, or if they are not performing according to their modified terms.

*Allowance for Loan Losses* The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

See Note 3, *Loans Receivable and Allowance for Loan Losses*, for additional details.

*Loans Serviced* The Bank administers secondary market mortgage programs available through the FHLB and the Federal National Mortgage Association and offers residential mortgage products and services to customers. The Bank



originates, through these programs, single-family residential mortgage loans for immediate sale in the secondary market, and retains the servicing of those loans. At March 31, 2014 and December 31, 2013 the balance of loans serviced for others was \$321,035,000 and \$322,653,000.

*Transfers of Financial Assets* Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

*Premises and Equipment* Buildings, improvements, equipment, furniture and fixtures are carried at cost less accumulated depreciation and amortization. Land is carried at cost. Depreciation and amortization has been provided generally on the straight-line method and is computed over the estimated useful lives of the various assets as follows: buildings and improvements, including leasehold improvements 10 to 40 years; and furniture and equipment 3 to 15 years. Repairs and maintenance are charged to operations as incurred, while major additions and improvements are capitalized. Gain or loss on retirement or disposal of individual assets is recorded as income or expense in the period of retirement or disposal.

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*Mortgage Servicing Rights* The estimated fair value of mortgage servicing rights (MSRs) related to loans sold and serviced by the Company is recorded as an asset upon the sale of such loan. MSRs are amortized as a reduction to servicing income over the estimated lives of the underlying loans. MSRs are evaluated periodically for impairment, by comparing the carrying amount to estimated fair value. Fair value is determined periodically through a discounted cash flows valuation performed by a third party. Significant inputs to the valuation include expected servicing income, net of expense, the discount rate and the expected life of the underlying loans. To the extent the amortized cost of the MSRs exceeds their estimated fair values, a valuation allowance is established for such impairment through a charge against servicing income on the consolidated statement of income. If the Company determines, based on subsequent valuations, that impairment no longer exists or is reduced, the valuation allowance is reduced through a credit to earnings.

*Foreclosed Real Estate* Real estate properties acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less estimated costs to sell the underlying collateral. Capitalized costs include any costs that significantly improve the value of the properties. After foreclosure, valuations are periodically performed by management and the real estate is carried at the lower of carrying amount or fair value less estimated costs to sell. Foreclosed real estate totaled \$2,612,000 and \$987,000 as of March 31, 2014 and December 31, 2013 and is included in other assets.

*Securities Sold Under Agreements to Repurchase ( Repurchase Agreements )* The Company enters into agreements under which it sells securities subject to an obligation to repurchase the same or similar securities which are included in short-term borrowings. Under these agreements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, these Repurchase Agreements are accounted for as collateralized financing arrangements (i.e., secured borrowings) and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities is reflected as a liability in the Company's consolidated balance sheet, while the securities underlying the Repurchase Agreements remain in the respective investment securities asset accounts. In other words, there is no offsetting or netting of the investment securities assets with the Repurchase Agreement liabilities. In addition, as the Company does not enter into reverse Repurchase Agreements, there is no such offsetting to be done with the Repurchase Agreements.

The right of setoff for a Repurchase Agreement resembles a secured borrowing, whereby the collateral would be used to settle the fair value of the Repurchase Agreement should the Company be in default (e.g., fails to make an interest payment to the counterparty). For the Repurchase Agreements, the collateral is held by the Company in a segregated custodial account under a third party agreement.

*Advertising* The Company follows the policy of charging costs of advertising to expense as incurred. Advertising expense was \$233,000 and \$74,000 for the three months ended March 31, 2014 and 2013.

*Stock Compensation Plans* The Company has stock compensation plans that cover employees and non-employee directors. Stock compensation accounting guidance (FASB ASC 718, *Compensation - Stock Compensation*) requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost is measured based on the grant date fair value of the stock award, including a Black-Scholes model for stock options. Compensation cost for all stock awards is calculated and recognized over the employee's service period, generally defined as the vesting period.

*Income Taxes* The Company accounts for income taxes in accordance with income tax accounting guidance (FASB ASC 740, *Income Taxes*). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by

applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax basis of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized. The Company recognizes interest and penalties, if any, on income taxes as a component of income tax expense.

*Treasury Stock* Common stock shares repurchased are recorded as treasury stock at cost.

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**Earnings Per Share** Basic earnings per share represent net income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflect the additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued by the Company relate solely to outstanding stock options.

Treasury shares are not deemed outstanding for earnings per share calculations.

**Comprehensive Income (loss)** Comprehensive income (loss) consists of net income and other comprehensive income (loss). Other comprehensive income (loss) is limited to unrealized gains (losses) on securities available for sale for all years presented.

The component of accumulated other comprehensive income, net of taxes, at March 31, 2014 and December 31, 2013 consisted of unrealized gains (losses) on securities available for sale and totaled (\$2,037,000) and (\$4,813,000).

**Fair Value of Financial Instruments** Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 8. Fair value estimates involve uncertainties and matters of significant judgment. Changes in assumptions or in market conditions could significantly affect the estimates.

**Segment Reporting** The Company only operates in one significant segment Community Banking. The Company's non-banking activities are insignificant to the consolidated financial statements.

**Reclassification** Certain amounts in the 2013 consolidated financial statements have been reclassified to conform to the 2014 presentation.

**Recent Accounting Pronouncements** In July 2013, the Financial Accounting Standard Board (the FASB) issued ASU 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. ASU 2013-11 applies to all entities that have unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The Company's adoption of this standard on January 1, 2014 did not have a significant impact on the Company's financial statements.

In January 2014, FASB issued ASU 2014-01, *Investments Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects*. ASU 2014-01 permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit).

The amendments in ASU 2014-01 should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those pre-existing investments. ASU 2014-01 is effective for public business entities for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In January 2014, the FASB issued ASU 2014-04, *Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*. ASU 2014-04 clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. ASU 2014-04 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. An entity can elect to adopt the amendments in ASU 2014-04 using either a modified retrospective transition method or a prospective transition method. ASU 2014-04 is not expected to have a significant impact on the Company's financial statements.

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At March 31, 2014 and December 31, 2013, the investment securities portfolio was comprised exclusively of securities classified as available for sale, resulting in investment securities being carried at fair value. The amortized cost and fair values of investment securities available for sale at March 31, 2014 and December 31, 2013 were:

<i>(Dollars in thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>March 31, 2014</b>				
U.S. Government Agencies	\$ 25,265	\$ 0	\$ 282	\$ 24,983
U.S. Government Sponsored Enterprises (GSE)	24,204	74	465	23,813
States and political subdivisions	66,340	843	2,414	64,769
GSE residential mortgage-backed securities	158,080	1,335	215	159,200
GSE residential collateralized mortgage obligations (CMOs)	95,590	367	749	95,208
GSE commercial CMOs	65,391	78	1,725	63,744
Total debt securities	434,870	2,697	5,850	431,717
Equity securities	50	19	0	69
Totals	\$ 434,920	\$ 2,716	\$ 5,850	\$ 431,786
<b>December 31, 2013</b>				
U.S. Government Agencies	\$ 25,610	\$ 34	\$ 193	\$ 25,451
U.S. Government Sponsored Enterprises (GSE)	14,431	5	722	13,714
States and political subdivisions	75,494	417	4,367	71,544
GSE residential mortgage-backed securities	198,449	895	725	198,619
GSE residential collateralized mortgage obligations (CMOs)	40,502	251	221	40,532
GSE commercial CMOs	59,812	0	2,798	57,014
Total debt securities	414,298	1,602	9,026	406,874
Equity securities	50	19	0	69
Totals	\$ 414,348	\$ 1,621	\$ 9,026	\$ 406,943

The following table shows gross unrealized losses and fair value of the Company's available for sale securities that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2014 and December 31, 2013:

<i>(Dollars in thousands)</i>	Less Than 12 Months Fair Value	12 Months or More Fair Value	Total Fair Value
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		Unrealized Losses		Unrealized Losses		Unrealized Losses	
<b>March 31, 2014</b>							
U.S. Government Agencies	\$ 13,302	\$ 115	\$ 11,680	\$ 167	\$ 24,982	\$ 282	
U.S. Government Sponsored Enterprises (GSE)	17,291	308	2,039	157	19,330	465	
States and political subdivisions	20,503	1,224	16,036	1,190	36,539	2,414	
GSE residential mortgage-backed securities	12,558	123	9,725	92	22,283	215	
GSE residential collateralized mortgage obligations (CMOs)	44,020	749	0	0	44,020	749	
GSE commercial CMOs	15,271	335	29,456	1,390	44,727	1,725	
Total temporarily impaired securities	\$ 122,945	\$ 2,854	\$ 68,936	\$ 2,996	\$ 191,881	\$ 5,850	
<b>December 31, 2013</b>							
U.S. Government Agencies	\$ 17,454	\$ 193	\$ 0	\$ 0	\$ 17,454	\$ 193	
U.S. Government Sponsored Enterprises (GSE)	12,049	722	0	0	12,049	722	
States and political subdivisions	53,606	4,367	0	0	53,606	4,367	
GSE residential mortgage-backed securities	125,468	716	7,447	9	132,915	725	
GSE residential collateralized mortgage obligations (CMOs)	14,033	220	44	1	14,077	221	
GSE commercial CMOs	38,298	1,248	18,716	1,550	57,014	2,798	
Total temporarily impaired securities	\$ 260,908	\$ 7,466	\$ 26,207	\$ 1,560	\$ 287,115	\$ 9,026	

The Company had 53 securities and 77 securities at March 31, 2014 and December 31, 2013 in which the amortized cost exceeds their values, as discussed below.

*U.S. Agencies and Government Sponsored Enterprises (GSE).* Thirty four U.S. Agencies and GSE securities, including mortgage-backed securities, have amortized costs which exceed their fair values, 22 of which are in the less than 12 months category at March 31, 2014. At December 31, 2013, the Company had 46 U.S. Government Agencies and GSE securities, including mortgage-backed and collateralized mortgage obligations with unrealized losses, 38 GSE securities have amortized costs which exceed their fair

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values for less than 12 months, and eight have amortized costs which exceed their fair values for more than 12 months. These unrealized losses have been caused by a rise in interest rates from the time the securities were purchased. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the par value bases of the investments. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2014 or at December 31, 2013.

*State and Political Subdivisions.* Nineteen state and political subdivision securities have amortized costs which exceeded their fair value, 11 of which are in the less than 12 months category at March 31, 2014. At December 31, 2013, 31 state and political subdivision securities have an amortized cost which exceed their fair value for less than 12 months. These unrealized losses have been caused by a rise in interest rates from the time the securities were purchased. Management considers the investment rating, the state of the issuer of the security and other credit support in determining whether the security is other-than-temporarily impaired. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2014 or at December 31, 2013.

The amortized cost and fair values of securities available for sale at March 31, 2014 by contractual maturity are shown below. Contractual maturities will differ from expected maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

<i>(Dollars in thousands)</i>	Available for Sale	
	Amortized Cost	Fair Value
Due in one year or less	\$ 1,560	\$ 1,563
Due after one year through five years	7,422	7,403
Due after five years through ten years	32,311	31,502
Due after ten years	74,516	73,097
Mortgage-backed securities and collateralized mortgage obligations	319,061	318,152
Total debt securities	434,870	431,717
Equity securities	50	69
	<b>\$ 434,920</b>	<b>\$ 431,786</b>

Proceeds from sales of securities available for sale for the quarters ended March 31, 2014 and 2013 were \$67,567,000 and \$19,786,000. Gross gains on the sales of securities were \$646,000 and \$259,000 for the quarters ended March 31, 2014 and 2013. Gross losses on securities available for sale were \$49,000 and \$137,000 for the quarters ended March 31, 2014 and 2013.

Securities with a fair value of \$221,172,000 and \$241,911,000 at March 31, 2014 and December 31, 2013 were pledged to secure public funds and for other purposes as required or permitted by law.

**NOTE 3. LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES**



The Company's loan portfolio is broken down into segments to an appropriate level of disaggregation to allow management to monitor the performance by the borrower and to monitor the yield on the portfolio. Consistent with ASU 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Loan Losses*, the segments were further broken down into classes, to allow for differing risk characteristics within a segment.

The risks associated with lending activities differ among the various loan classes, and are subject to the impact of changes in interest rates, market conditions of collateral securing the loans, and general economic conditions. All of these factors may adversely impact the borrower's ability to repay its loans, and impact the associated collateral.

The Company has various types of commercial real estate loans which have differing levels of credit risk associated with them. Owner-occupied commercial real estate loans are generally dependent upon the successful operation of the borrower's business, with the cash flows generated from the business being the primary source of repayment of the loan. If the business suffers a downturn in sales or profitability, the borrower's ability to repay the loan could be in jeopardy.

Non-owner occupied and multi-family commercial real estate loans and non-owner occupied residential loans present a different credit risk to the Company than owner-occupied commercial real estate loans, as the repayment of the loan is dependent upon the borrower's ability to generate a sufficient level of occupancy to produce rental income that exceeds debt service requirements and operating expenses. Lower occupancy or lease rates may result in a reduction in cash flows, which hinders the ability of the borrower to meet debt service requirements, and may result in lower collateral values. The Company generally recognizes that greater risk is inherent in these credit relationships as compared to owner occupied loans mentioned above in its loan pricing.

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Acquisition and development loans consist of 1-4 family residential construction and commercial and land development loans. The risk of loss on these loans is largely dependent on the Company's ability to assess the property's value at the completion of the project, which should exceed the property's construction costs. During the construction phase, a number of factors could potentially negatively impact the collateral value, including cost overruns, delays in completing the project, competition, and real estate market conditions which may change based on the supply of similar properties in the area. In the event the collateral value at the completion of the project is not sufficient to cover the outstanding loan balance, the Company must rely upon other repayment sources, including the guarantors of the project or other collateral securing the loan.

Commercial and industrial loans include advances to local and regional businesses for general commercial purposes and include permanent and short-term working capital, machinery and equipment financing, and may be either in the form of lines of credit or term loans. Although commercial and industrial loans may be unsecured to our highest rated borrowers, the majority of these loans are secured by the borrower's accounts receivable, inventory and machinery and equipment. In a significant number of these loans, the collateral also includes the business, real estate or the business owner's personal real estate or assets. Commercial and industrial loans present credit exposure to the Company, as they are more susceptible to risk of loss during a downturn in the economy, as borrowers may have greater difficulty in meeting their debt service requirements and the value of the collateral may decline. The Company attempts to mitigate this risk through its underwriting standards, including evaluating the credit worthiness of the borrower and to the extent available, credit ratings on the business. Additionally, monitoring of the loans through annual renewals and meetings with the borrowers are typical. However, these procedures cannot eliminate the risk of loss associated with commercial and industrial lending.

Municipal loans consist of extensions of credit to municipalities and school districts within the Company's market area. These loans generally present a lower risk than commercial and industrial loans, as they are generally secured by the municipality's full taxing authority, by revenue obligations, or by its ability to raise assessments on its customers for a specific utility.

The Company originates loans to its retail customers, including fixed-rate and adjustable first lien mortgage loans with the underlying 1-4 family owner-occupied residential property securing the loan. The Company's risk exposure is minimized in these types of loans through the evaluation of the credit worthiness of the borrower, including credit scores and debt-to-income ratios, and underwriting standards which limit the loan-to-value ratio to generally no more than 80% upon loan origination, unless the borrower obtains private mortgage insurance.

Home equity loans, including term loans and lines of credit, present a slightly higher risk to the Company than 1-4 family first liens, as these loans can be first or second liens on 1-4 family owner occupied residential property, but can have loan-to-value ratios of no greater than 90% of the value of the real estate taken as collateral. The credit worthiness of the borrower is considered including credit scores and debt-to-income ratios, which generally cannot exceed 43%.

Installment and other loans' credit risk are mitigated through conservative underwriting standards, including the evaluation of the credit worthiness of the borrower through credit scores and debt-to-income ratios, and if secured, the collateral value of the assets. As these loans can be unsecured or secured by assets the value of which may depreciate quickly or may fluctuate, they typically present a greater risk to the Company than 1-4 family residential loans.

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The loan portfolio, excluding residential loans held for sale, broken out by classes, as of March 31, 2014 and December 31, 2013 was as follows:

<i>(Dollars in thousands)</i>	<b>March 31, 2014</b>	December 31, 2013
Commercial real estate:		
Owner-occupied	<b>\$ 108,238</b>	\$ 111,290
Non-owner occupied	<b>139,764</b>	135,953
Multi-family	<b>25,227</b>	22,882
Non-owner occupied residential	<b>52,798</b>	55,272
Acquisition and development:		
1-4 family residential construction	<b>3,702</b>	3,338
Commercial and land development	<b>17,086</b>	19,440
Commercial and industrial	<b>36,146</b>	33,446
Municipal	<b>60,927</b>	60,996
Residential mortgage:		
First lien	<b>125,280</b>	124,728
Home equity - term	<b>19,630</b>	20,131
Home equity - Lines of credit	<b>78,822</b>	77,377
Installment and other loans	<b>5,662</b>	6,184
	<b>\$ 673,282</b>	\$ 671,037

In order to monitor ongoing risk associated with its loan portfolio and specific loans within the segments, management uses an internal grading system. The first several rating categories, representing the lowest risk to the Bank, are combined and given a Pass rating. Management generally follows regulatory definitions in assigning criticized ratings to loans, including special mention, substandard, doubtful or loss. The Special Mention category includes loans that have potential weaknesses that may, if not monitored or corrected, weaken the asset or inadequately protect the Bank's position at some future date. These assets pose elevated risk, but their weakness does not yet justify a more severe, or classified rating. Substandard loans are classified as they have a well-defined weakness, or weaknesses that jeopardize liquidation of the debt. These loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Substandard loans include loans that management has determined not to be impaired, as well as loans considered to be impaired. A Doubtful loan has a high probability of total or substantial loss, but because of specific pending events that may strengthen the asset, its classification of loss is deferred. Loss assets are considered uncollectible, as the underlying borrowers are often in bankruptcy, have suspended debt repayments, or ceased business operations. Once a loan is classified as Loss, there is little prospect of collecting the loan's principal or interest and it is generally written off.

The Bank has a loan review policy and program which is designed to identify and mitigate risk in the lending function. The Enterprise Risk Management (ERM) Committee, comprised of executive officers and loan department personnel, is charged with the oversight of overall credit quality and risk exposure of the Bank's loan portfolio. This includes the monitoring of the lending activities of all Bank personnel with respect to underwriting and processing new loans and the timely follow-up and corrective action for loans showing signs of deterioration in quality. The loan review program provides the Bank with an independent review of the Bank's loan portfolio on an ongoing basis. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as extended delinquencies, bankruptcy, repossession or death of the borrower occurs, which heightens awareness as to

a possible credit event.

Loan reviews are completed annually on commercial relationships with a committed loan balance in excess of \$1,000,000. Loan review documentation is submitted to the ERM Committee no less than quarterly with a formal review and confirmation of risk rating as presented by independent loan review personnel. In addition, all relationships greater than \$250,000 rated Substandard, Doubtful or Loss are reviewed by the ERM Committee on a quarterly basis, with reaffirmation of the rating as approved by the Bank's Loan Work Out Committee or loan review staff.

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The following summarizes the Bank's ratings based on its internal risk rating system as of March 31, 2014 and December 31, 2013:

<i>(Dollars in thousands)</i>	Pass	Special Mention	Non-Impaired Substandard	Impaired - Substandard	Doubtful	Total
<b>March 31, 2014</b>						
Commercial real estate:						
Owner-occupied	\$ 88,920	\$ 4,285	\$ 11,097	\$ 3,502	\$ 434	\$ 108,238
Non-owner occupied	111,469	10,304	11,011	6,980	0	139,764
Multi-family	22,502	1,865	440	420	0	25,227
Non-owner occupied residential	42,611	5,572	2,508	2,107	0	52,798
Acquisition and development:						
1-4 family residential construction	3,358	344	0	0	0	3,702
Commercial and land development	13,964	1,347	376	1,399	0	17,086
Commercial and industrial	32,318	1,609	43	2,054	122	36,146
Municipal	60,927	0	0	0	0	60,927
Residential mortgage:						
First lien	121,707	0	220	3,334	19	125,280
Home equity - term	19,521	0	0	109	0	19,630
Home equity - Lines of credit	78,738	15	8	61	0	78,822
Installment and other loans	5,662	0	0	0	0	5,662
	<b>\$ 601,697</b>	<b>\$ 25,341</b>	<b>\$ 25,703</b>	<b>\$ 19,966</b>	<b>\$ 575</b>	<b>\$ 673,282</b>
<b>December 31, 2013</b>						
Commercial real estate:						
Owner-occupied	\$ 92,063	\$ 3,305	\$ 11,360	\$ 4,107	\$ 455	\$ 111,290
Non-owner occupied	107,113	6,904	14,819	7,117	0	135,953
Multi-family	20,091	2,132	337	322	0	22,882
Non-owner occupied residential	42,007	4,982	3,790	4,493	0	55,272
Acquisition and development:						
1-4 family residential construction	3,292	0	46	0	0	3,338
Commercial and land development	14,118	1,433	712	3,177	0	19,440
Commercial and industrial	28,933	2,129	383	1,878	123	33,446
Municipal	60,996	0	0	0	0	60,996
Residential mortgage:						
First lien	121,353	0	0	3,327	48	124,728
Home equity - term	20,024	0	0	94	13	20,131
Home equity - Lines of credit	77,187	0	9	181	0	77,377
Installment and other loans	6,184	0	0	0	0	6,184
	<b>\$ 593,361</b>	<b>\$ 20,885</b>	<b>\$ 31,456</b>	<b>\$ 24,696</b>	<b>\$ 639</b>	<b>\$ 671,037</b>

Classified loans may also be evaluated for impairment. For commercial real estate, acquisition and development and commercial and industrial loans, a loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to

the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Generally, loans that are more than 90 days past due are deemed impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed to determine if the loan should be placed on nonaccrual status. Nonaccrual loans in the commercial and commercial real estate portfolios and any troubled debt restructurings ( TDR s ) are, by definition, deemed to be impaired. Impairment is measured on a loan-by-loan basis for commercial, construction and restructured loans by either the present value of the expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral. For loans that are deemed to be impaired for extended periods of time, periodic updates on fair values are obtained, which may include updated appraisals. The updated fair values will be incorporated into the impairment analysis as of the next reporting period.

Loan charge-offs, which may include partial charge-offs, are taken on an impaired loan that is collateral dependent if the loan's carrying balance exceeds its collateral's appraised value; the loan has been identified as uncollectible; and it is deemed to be a confirmed loss. Typically, impaired loans with a charge-off or partial charge-off will continue to be considered impaired, unless the

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note is split into two, and management expects the performing note to continue to perform and is adequately secured. The second, or non-performing note, would be charged-off. Generally, an impaired loan with a partial charge-off may continue to have an impairment reserve on it after the partial charge-off, if factors warrant.

As of March 31, 2014 and December 31, 2013, nearly all of the Company's impaired loans' extent of impairment was measured based on the estimated fair value of the collateral securing the loan, except for troubled debt restructurings. By definition, troubled debt restructurings are considered impaired. All restructured loan impairment was determined based on discounted cash flows for those loans classified as troubled debt restructurings but that are still accruing interest. For real estate loans, collateral generally consists of commercial real estate, but in the case of commercial and industrial loans, it would also consist of accounts receivable, inventory, equipment or other business assets. Commercial and industrial loans may also have real estate collateral.

According to policy, updated appraisals are required annually for classified loans in excess of \$250,000. The value provided in the appraisal is often used as the fair value of the collateral in determining impairment, unless circumstances, such as subsequent improvements, approvals, or other circumstances dictate that another value provided by the appraiser is more appropriate.

Generally impaired loans secured by real estate were measured at fair value using certified real estate appraisals that had been completed within the last year. Appraised values are further discounted for estimated costs to sell the property and other selling considerations to arrive at the property's fair value. In those situations in which it is determined an updated appraisal is not required for loans individually evaluated for impairment, fair values are based on one or a combination of the following approaches. In those situations in which a combination of approaches is considered, the factor that carries the most consideration will be the one management believes is warranted. The approaches are as follows:

**Original appraisal** – if the original appraisal provides a strong loan-to-value ratio (generally 70% or lower) and, after consideration of market conditions and knowledge of the property and area, it is determined by the Credit Administration staff that there has not been a significant deterioration in the collateral value, the original certified appraised value may be used. Discounts as deemed appropriate for selling costs are factored into the appraised value in arriving at fair value.

**Discounted cash flows** – in limited cases, discounted cash flows may be used on projects in which the collateral is liquidated to reduce the borrowings outstanding, and is used to validate collateral values derived from other approaches.

Collateral on certain impaired loans is not limited to real estate, and may consist of accounts receivable, inventory, equipment or other business assets. Estimated fair values are determined based on borrowers' financial statements, inventory ledgers, accounts receivable agings or appraisals from individuals with knowledge in the business. Stated balances are generally discounted for the age of the financial information or the quality of the assets. In determining fair value, liquidation discounts are applied to this collateral based on existing loan evaluation policies.

The Company distinguishes substandard loans on both an impaired and non-impaired basis, as it places less emphasis on a loan's classification, and increased reliance on whether the loan was performing in accordance with the contractual terms. Substandard classification does not automatically meet the definition of impaired. A substandard loan is one that is inadequately protected by current sound worth, paying capacity of the obligor or the collateral pledged, if any. Extensions of credit so classified have well-defined weaknesses which may jeopardize the liquidation

of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual extensions of credit classified substandard. As a result, the Company's methodology includes an evaluation of certain accruing commercial real estate, acquisition and development and commercial and industrial loans rated Substandard to be collectively evaluated for impairment as opposed to evaluating these loans individually for impairment. Although we believe these loans have well defined weaknesses and meet the definition of Substandard, they are generally performing and management has concluded that it is likely it will be able to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement.

Larger groups of smaller balance homogenous loans are collectively evaluated for impairment. Generally, the Bank does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.



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The following summarizes impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not required as of March 31, 2014 and December 31, 2013. Allowances established generally pertain to those loans in which loan forbearance agreements were in the process of being negotiated or updated appraisals were pending, and the partial charge-off will be recorded when final information is received.

	Impaired Loans with a Specific Allowance			Impaired Loans with No Specific Allowance	
	Recorded Investment (Book Balance)	Unpaid Principal Balance (Legal Balance)	Related Allowance	Recorded Investment (Book Balance)	Unpaid Principal Balance (Legal Balance)
<i>(Dollars in thousands)</i>					
<b>March 31, 2014</b>					
Commercial real estate:					
Owner-occupied	\$ 433	\$ 926	\$ 433	\$ 3,503	\$ 3,977
Non-owner occupied	0	0	0	6,980	7,594
Multi-family	0	0	0	420	544
Non-owner occupied residential	0	0	0	2,107	2,448
Acquisition and development:					
Commercial and land development	0	0	0	1,399	2,006
Commercial and industrial	0	0	0	2,176	2,318
Residential mortgage:					
First lien	0	0	0	3,353	3,770
Home equity - term	0	0	0	109	111
Home equity - Lines of credit	0	0	0	61	63
	\$ 433	\$ 926	\$ 433	\$ 20,108	\$ 22,831
<b>December 31, 2013</b>					
Commercial real estate:					
Owner-occupied	\$ 615	\$ 1,099	\$ 552	\$ 3,947	\$ 4,575
Non-owner occupied	0	0	0	7,117	7,670
Multi-family	0	0	0	322	415
Non-owner occupied residential	0	0	0	4,493	4,836
Acquisition and development:					
Commercial and land development	0	0	0	3,177	3,812
Commercial and industrial	0	0	0	2,001	2,143
Residential mortgage:					
First lien	48	48	48	3,327	3,619
Home equity - term	13	13	13	94	96
Home equity - Lines of credit	0	0	0	181	183
	\$ 676	\$ 1,160	\$ 613	\$ 24,659	\$ 27,349

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The following summarizes the average recorded investment in impaired loans and related interest income recognized on loans deemed impaired for the three months ended March 31:

<i>(Dollars in thousands)</i>	2014		2013	
	Average Impaired Balance	Interest Income Recognized	Average Impaired Balance	Interest Income Recognized
<b>Commercial real estate:</b>				
Owner-occupied	\$ 4,249	\$ 10	\$ 2,291	\$ 0
Non-owner occupied	7,049	4	3,230	0
Multi-family	371	1	10	0
Non-owner occupied residential	3,300	8	4,643	3
<b>Acquisition and development:</b>				
1-4 family residential construction	0	0	859	0
Commercial and land development	2,288	2	3,321	0
Commercial and industrial	2,088	3	1,574	0
<b>Residential mortgage:</b>				
First lien	3,364	1	2,635	2
Home equity - term	108	0	47	0
Home equity - lines of credit	121	0	555	0
Installment and other loans	0	0	2	0
	<b>\$ 22,938</b>	<b>\$ 29</b>	<b>\$ 19,167</b>	<b>\$ 5</b>

The following presents impaired loans that are troubled debt restructurings, with the recorded investment as of March 31, 2014 and December 31, 2013.

<i>(Dollars in thousands)</i>	March 31, 2014		December 31, 2013	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
<b>Accruing:</b>				
<b>Commercial real estate:</b>				
Owner-occupied	1	\$ 196	1	\$ 200
Non-owner occupied	2	4,233	2	4,268
<b>Acquisition and development:</b>				
Commercial and land development	2	1,058	2	1,071
<b>Residential mortgage:</b>				
First lien	1	448	1	449
	<b>6</b>	<b>5,935</b>	<b>6</b>	<b>5,988</b>
<b>Nonaccruing:</b>				
<b>Commercial real estate:</b>				
Owner-occupied	1	64	1	71

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Non-owner occupied	<b>1</b>	<b>676</b>	1	694
Non-owner occupied residential	<b>1</b>	<b>189</b>	1	193
Commercial and industrial	<b>1</b>	<b>108</b>	2	310
Residential mortgage:				
First lien	<b>1</b>	<b>275</b>	1	279
	<b>5</b>	<b>1,312</b>	6	1,547
	<b>11</b>	<b>\$ 7,247</b>	12	<b>\$ 7,535</b>

The loans presented above were considered troubled debt restructurings as the result of the Company agreeing to below market interest rates for the risk of the transaction, allowing the loan to remain on interest only status, or for residential mortgage loans, a temporary reduction in interest rates for periods not exceeding 12 months, in order to assist the borrowers to improve cash flows during such periods. For troubled debt restructurings in default of their modified terms, impairment is generally determined on a collateral dependent approach.

There were no loans that were modified as troubled debt restructurings within the previous 12 months for which there was a payment default for the three months ended March 31, 2014 and 2013. Additionally, there were no loans modified and considered troubled debt restructurings for the three months ended March 31, 2014 and 2013.

No additional commitments have been made to borrowers whose loans are considered troubled debt restructurings.

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Management further monitors the performance and credit quality of the loan portfolio by analyzing the length of time a portfolio is past due, by aggregating loans based on their delinquencies. The following table presents the classes of the loan portfolio summarized by aging categories of performing loans and nonaccrual loans as of March 31, 2014 and December 31, 2013:

	Days Past Due				Total Past Due	Non-Accrual	Total Loans
	Current	30-59	60-89	90+ (still accruing)			
<b>March 31, 2014</b>							
Commercial real estate:							
Owner-occupied	\$ 104,392	\$ 106	\$ 0	\$ 0	\$ 106	\$ 3,740	\$ 108,238
Non-owner occupied	136,746	271	0	0	271	2,747	139,764
Multi-family	24,807	0	0	0	0	420	25,227
Non-owner occupied residential	50,691	0	0	0	0	2,107	52,798
Acquisition and development:							
1-4 family residential construction	3,358	0	344	0	344	0	3,702
Commercial and land development	16,739	6	0	0	6	341	17,086
Commercial and industrial	33,956	14	0	0	14	2,176	36,146
Municipal	60,927	0	0	0	0	0	60,927
Residential mortgage:							
First lien	120,113	857	908	497	2,262	2,905	125,280
Home equity - term	19,281	107	133	0	240	109	19,630
Home equity - Lines of credit	78,648	110	3	0	113	61	78,822
Installment and other loans	5,618	28	16	0	44	0	5,662
	\$ 655,276	\$ 1,499	\$ 1,404	\$ 497	\$ 3,400	\$ 14,606	\$ 673,282
<b>December 31, 2013</b>							
Commercial real estate:							
Owner-occupied	\$ 106,078	\$ 742	\$ 108	\$ 0	\$ 850	\$ 4,362	\$ 111,290
Non-owner occupied	132,913	191	0	0	191	2,849	135,953
Multi-family	22,560	0	0	0	0	322	22,882
Non-owner occupied residential	50,554	225	0	0	225	4,493	55,272
Acquisition and development:							
1-4 family residential construction	3,338	0	0	0	0	0	3,338
Commercial and land development	17,289	45	0	0	45	2,106	19,440
Commercial and industrial	31,111	334	0	0	334	2,001	33,446
Municipal	60,996	0	0	0	0	0	60,996
Residential mortgage:							
First lien	119,845	1,380	577	0	1,957	2,926	124,728
Home equity - term	19,966	56	2	0	58	107	20,131
Home equity - Lines of credit	76,982	214	0	0	214	181	77,377

Installment and other loans	6,095	77	12	0	89	0	6,184
	\$ 647,727	\$ 3,264	\$ 699	\$ 0	\$ 3,963	\$ 19,347	\$ 671,037

The Company maintains the allowance for loan losses at a level believed adequate by management to absorb losses inherent in the portfolio. The allowance is established and maintained through a provision for loan losses charged to earnings. Quarterly, management assesses the adequacy of the allowance for loan losses utilizing a defined methodology, which considers specific credit evaluation of impaired loans as discussed above, past loan loss historical experience, and qualitative factors. Management believes the approach properly addresses the requirements of ASC Section 310-10-35 for loans individually identified as impaired, and ASC Subtopic 450-20 for loans collectively evaluated for impairment, and other bank regulatory guidance.

In connection with its quarterly evaluation of the adequacy of the allowance for loan losses, management continually reviews its methodology to determine if it continues to properly address the risk in the loan portfolio. For each loan class presented above, general allowances are provided for loans that are collectively evaluated for impairment, which is based on quantitative factors, principally historical loss trends for the respective loan class, adjusted for qualitative factors. In addition, an additional adjustment to the historical loss factors is made to account for delinquency and other potential risk not elsewhere defined within the Allowance for Loan and Lease Loss methodology.

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The look back period for historical losses is 12 quarters, weighted one-half for the most recent four quarters, and one quarter for each of the two previous four quarter periods in order to appropriately capture the loss history in the loan segment. Management considers current economic and real estate conditions, and the trends in historical charge-off percentages that resulted from applying partial charge-offs to impaired loans, and the impact of distressed loan sales during the year in determining the look back period.

In addition to the quantitative analysis, adjustments to the reserve requirements are allocated on loans collectively evaluated for impairment based on additional qualitative factors. As of March 31, 2014 and December 31, 2013, the qualitative factors used by management to adjust the historical loss percentage to the anticipated loss allocation, which may range from a minus 150 basis points to a positive 150 basis points per factor, include:

*Nature and Volume of Loans* Loan growth in the current and subsequent quarters based on the Bank’s targeted growth and strategic plan, coupled with the types of loans booked based on risk management and credit culture, the number of exceptions to loan policy and supervisory loan to value exceptions etc.

*Concentrations of Credit and Changes within Credit Concentrations* Factors considered include the composition of the Bank’s overall portfolio and management’s evaluation related to concentration risk management and the inherent risk associated with the concentrations identified.

*Underwriting Standards and Recovery Practices* Factors considered include changes to underwriting standards and perceived impact on anticipated losses, trends in the number of exceptions to loan policy; supervisory loan to value exceptions; and administration of loan recovery practices.

*Delinquency Trends* Factors considered include the delinquency percentages noted in the portfolio relative to economic conditions, severity of the delinquencies, and whether the ratios are trending upwards or downwards.

*Classified Loans Trends* Factors considered include the internal loan ratings of the portfolio, the severity of the ratings, and whether the loan segment’s ratings show a more favorable or less favorable trend, and underlying market conditions and its impact on the collateral values securing the loans.

*Experience, Ability and Depth of Management/Lending staff* Factors considered include the years of experience of senior and middle management and the lending staff and turnover of the staff, and instances of repeat criticisms of ratings.

*Quality of Loan Review* Factors include the years of experience of the loan review staff, in-house versus outsourced provider of review, turnover of staff and the perceived quality of their work in relation to other external information.

*National and Local Economic Conditions* Ratios and factors considered include trends in the consumer price index (CPI), unemployment rates, housing price index, housing statistics compared to the prior year, bankruptcy rates, regulatory and legal environment risks and competition.

Activity in the allowance for loan losses for the three months ended March 31, 2014 and 2013 is as follows:

(Dollars in thousands)	Commercial			Municipal	Total	Consumer		Total Unallocated	Total
	Commercial Real	Acquisition and	Commercial and			Residential Mortgage	Installment and		

	Estate Development				Industrial				Other		
<b>March 31, 2014</b>											
Balance, beginning of period	\$ 13,215	\$ 670	\$ 864	\$ 244	\$ 14,993	\$ 3,780	\$ 124	\$ 3,904	\$ 2,068	\$ 20,965	
Provision for loan losses	738	(196)	60	0	602	(481)	44	(437)	(165)	0	
Charge-offs	(259)	0	(9)	0	(268)	(193)	(67)	(260)	0	(528)	
Recoveries	25	0	4	0	29	6	25	31	0	60	
Balance, end of period	\$ 13,719	\$ 474	\$ 919	\$ 244	\$ 15,356	\$ 3,112	\$ 126	\$ 3,238	\$ 1,903	\$ 20,497	
<b>March 31, 2013</b>											
Balance, beginning of period	\$ 13,719	\$ 3,502	\$ 1,635	\$ 223	\$ 19,079	\$ 2,275	\$ 85	\$ 2,360	\$ 1,727	\$ 23,166	
Provision for loan losses	(473)	(746)	(292)	62	(1,449)	1,145	31	1,176	273	0	
Charge-offs	(1,142)	(145)	0	0	(1,287)	(38)	(20)	(58)	0	(1,345)	
Recoveries	61	3	10	0	74	6	16	22	0	96	
Balance, end of period	\$ 12,165	\$ 2,614	\$ 1,353	\$ 285	\$ 16,417	\$ 3,388	\$ 112	\$ 3,500	\$ 2,000	\$ 21,917	

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The following summarizes the ending loan balance individually evaluated for impairment based upon loan segment, as well as the related allowance for loan loss allocation for each at March 31, 2014 and December 31, 2013:

<i>(Dollars in thousands)</i>	Commercial				Total	Consumer		Total	Unallocated	Total
	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Municipal		Residential Mortgage	and Other Installment			
<b>March 31, 2014</b>										
Loans allocated by:										
Individually evaluated for impairment	\$ 13,443	\$ 1,399	\$ 2,176	\$ 0	\$ 17,018	\$ 3,523	\$ 0	\$ 3,523	\$ 0	\$ 20,541
Collectively evaluated for impairment	312,584	19,389	33,970	60,927	426,870	220,209	5,662	225,871	0	652,741
	\$ 326,027	\$ 20,788	\$ 36,146	\$ 60,927	\$ 443,888	\$ 223,732	\$ 5,662	\$ 229,394	\$ 0	\$ 673,282
Allowance for loan losses allocated by:										
Individually evaluated for impairment	\$ 433	\$ 0	\$ 0	\$ 0	\$ 433	\$ 0	\$ 0	\$ 0	\$ 0	\$ 433
Collectively evaluated for impairment	13,286	474	919	244	14,923	3,112	126	3,238	1,903	20,064
	\$ 13,719	\$ 474	\$ 919	\$ 244	\$ 15,356	\$ 3,112	\$ 126	\$ 3,238	\$ 1,903	\$ 20,497
<b>December 31, 2013</b>										
Loans allocated by:										
Individually evaluated for impairment	\$ 16,494	\$ 3,177	\$ 2,001	\$ 0	\$ 21,672	\$ 3,663	\$ 0	\$ 3,663	\$ 0	\$ 25,335
Collectively evaluated for impairment	308,903	19,601	31,445	60,996	420,945	218,573	6,184	224,757	0	645,702
	\$ 325,397	\$ 22,778	\$ 33,446	\$ 60,996	\$ 442,617	\$ 222,236	\$ 6,184	\$ 228,420	\$ 0	\$ 671,037



Allowance for loan losses allocated by:											
Individually evaluated for impairment	\$ 552	\$ 0	\$ 0	\$ 0	\$ 552	\$ 61	\$ 0	\$ 61	\$ 0	\$ 613	
Collectively evaluated for impairment	12,663	670	864	244	14,441	3,719	124	3,843	2,068	20,352	
	\$ 13,215	\$ 670	\$ 864	\$ 244	\$ 14,993	\$ 3,780	\$ 124	\$ 3,904	\$ 2,068	\$ 20,965	

**NOTE 4. INCOME TAXES**

The Company files income tax returns in the U.S. federal jurisdiction and the Commonwealth of Pennsylvania. The Bank also files an income tax return in the State of Maryland. The Company is no longer subject to U.S. federal, state or local income tax examination by tax authorities for years before 2010.

Included in the balance sheet at March 31, 2014 and December 31, 2013, are tax positions related to loan charge-offs for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. Because of the impact of deferred tax accounting, other than interest and penalties, the disallowance of the shorter deductibility period would not affect the annual effective tax rate but would accelerate the payment of cash to the tax authority to an earlier period.

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The components of income tax expense for the three months ended March 31, 2014 and 2013 are summarized as follows:

<i>(Dollars in thousands)</i>	<b>March 31, 2014</b>	March 31, 2013
Current year provision:		
Federal	\$ 0	\$ 30
State	0	0
Deferred tax expense	255	69
Valuation allowance on deferred taxes	(255)	(69)
Net income tax expense	\$ 0	\$ 30

The provision for income taxes includes \$209,000 and \$43,000 of applicable income tax expense related to net security gains for the three months ended March 31, 2014 and 2013.

The components of the net deferred tax asset, included in other assets, are as follows:

<i>(Dollars in thousands)</i>	<b>March 31, 2014</b>	December 31, 2013
Deferred tax assets:		
Allowance for loan losses	\$ 7,660	\$ 7,776
Deferred compensation	509	510
Retirement plans and salary continuation	1,612	1,585
Stock compensation	192	191
Off balance sheet commitment reserves	185	204
Nonaccrual loan interest	341	341
Net unrealized losses on securities available for sale	1,097	2,592
Goodwill	176	184
Low income housing credit carry forward	1,141	1,022
Alternative minimum tax credit carryforward	664	664
Charitable contribution carry forward	343	333
Net operating loss carry forward	7,827	8,169
Other	178	178
Total deferred tax assets	21,925	23,749
Valuation allowance	(18,709)	(18,964)
	<b>3,216</b>	4,785
Deferred tax liabilities:		
Depreciation	1,059	1,116
Purchase accounting adjustments	475	495

Other	<b>585</b>	582
Total deferred tax liabilities	<b>2,119</b>	2,193
Net deferred tax asset	<b>\$ 1,097</b>	\$ 2,592

As of March 31, 2014, the Company has charitable contribution, low-income housing, and net operating loss carryforwards that expire through 2019, 2034 and 2032, respectively.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers taxes paid in prior years, projected future taxable income and available tax planning strategies, and other factors in making this assessment. Based upon the level of historical taxable income, projections for future taxable income over the periods and other available evidence, management believed it was not more likely than not that the net deferred tax asset would be realized at March 31, 2014 and December 31, 2013.

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Accordingly, a full valuation allowance for the net amount of the deferred tax assets, which represented future deductible temporary differences on our tax returns, was established at March 31, 2014 and December 31, 2013. Primary factors contributing to this determination included:

The Company has exhausted all of its carryback availability to 2010 – 2011, as we had recognized current federal income tax receivable which fully offset 2010 and 2011's taxable income.

While improvement is evident, as of March 31, 2014 and December 31, 2013, the Company was in a two-year cumulative loss position, representing significant negative evidence against the realizability of the deferred tax asset.

Given the current uncertainty of the economy and in the event economic and real estate conditions decline, additional losses may result in our loan portfolio above those already provided for. As a result, we have placed less weight on our current forecast of earnings until the point where we demonstrate sustainable additional earnings for the realization of the deferred tax asset.

**NOTE 5. SHAREHOLDERS' EQUITY AND REGULATORY CAPITAL**

The Company maintains a stockholder dividend reinvestment and stock purchase plan. Under the plan, shareholders may purchase additional shares of the Company's common stock at the prevailing market prices through the reinvestment of dividends and voluntary cash payments. The Company reserved 1,045,000 shares of its common stock to be issued under the dividend reinvestment and stock purchase plan. As of March 31, 2014, approximately 670,000 shares were available to be issued under the plan.

On January 8, 2013, the Company filed a shelf registration statement on Form S-3 with the Commission covering an aggregate of up to \$80,000,000 worth of common stock, preferred stock, and warrants. To date, the Company has not issued any of the securities registered under this shelf registration statement.

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Although applicable to the Bank, prompt corrective action provisions are not applicable to bank holding companies, including financial holding companies.

Quantitative measures established by regulators to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (as set forth in the following table) of total and Tier 1 capital (as defined in regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of March 31, 2014 and December 31, 2013, that the Company and the Bank met all capital adequacy requirements to which they are subject.

As of March 31, 2014, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well

capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since the notification that management believes have changed the Bank's category. The Company and the Bank's actual capital ratios as of March 31, 2014 and December 31, 2013 are also presented in the table.

	Actual		Minimum Capital Requirement		Minimum to Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<i>(Dollars in thousands)</i>						
<b>March 31, 2014</b>						
Total capital to risk weighted assets						
Orrstown Financial Services, Inc	\$ 106,746	15.1%	\$ 56,382	8.0%	n/a	n/a
Orrstown Bank	105,082	14.9%	56,350	8.0%	\$ 70,437	10.0%
Tier 1 capital to risk weighted assets						
Orrstown Financial Services, Inc	97,786	13.9%	28,191	4.0%	n/a	n/a
Orrstown Bank	96,127	13.6%	28,175	4.0%	42,262	6.0%
Tier 1 capital to average assets						
Orrstown Financial Services, Inc	97,786	8.4%	46,385	4.0%	n/a	n/a
Orrstown Bank	96,127	8.3%	46,367	4.0%	57,958	5.0%
<b>December 31, 2013</b>						
Total capital to risk weighted assets						
Orrstown Financial Services, Inc	\$ 104,637	15.0%	\$ 55,926	8.0%	n/a	n/a
Orrstown Bank	102,806	14.7%	55,893	8.0%	\$ 69,866	10.0%
Tier 1 capital to risk weighted assets						
Orrstown Financial Services, Inc	95,741	13.7%	27,963	4.0%	n/a	n/a
Orrstown Bank	93,915	13.4%	27,947	4.0%	41,920	6.0%
Tier 1 capital to average assets						
Orrstown Financial Services, Inc	95,741	8.1%	47,058	4.0%	n/a	n/a
Orrstown Bank	93,915	8.0%	47,077	4.0%	58,846	5.0%

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On March 22, 2012, the Company and the Bank entered into a Written Agreement with the Federal Reserve Bank (the Written Agreement ) and the Bank entered into a Consent Order with the Pennsylvania Department of Banking, now the Pennsylvania Department of Banking and Securities ( PDB ). On April 21, 2014, the PDB terminated its Consent Order, which was replaced with a Memorandum of Understanding ( MOU ) by and between the Bank and the PDB. The MOU, an informal regulatory action, is considered by the PDB as a lower level of regulatory action than the Consent Order.

Pursuant to the Written Agreement, the Company and the Bank agreed to, among other things: (i) adopt and implement a plan, acceptable to the Federal Reserve Bank, to strengthen oversight of management and operations; (ii) adopt and implement a plan, acceptable to the Federal Reserve Bank, to reduce the Bank's interest in criticized and classified assets; (iii) adopt a plan, acceptable to the Federal Reserve Bank, to strengthen the Bank's credit risk management practices; (iv) adopt and implement a program, acceptable to the Federal Reserve Bank, for the maintenance of an adequate allowance for loan and lease losses; (v) adopt and implement a written plan, acceptable to the Federal Reserve Bank, to maintain sufficient capital on a consolidated basis for the Company and on a stand-alone basis for the Bank; and (vi) revise the Bank's loan underwriting and credit administration policies. The Bank and the Company also agreed not to declare or pay any dividend without prior approval from the Federal Reserve Bank, and the Company agreed not to incur or increase debt or to redeem any outstanding shares without prior Federal Reserve Bank approval.

The MOU requires the Bank to, among other things, submit and provide periodic updates to: (i) a business/strategic plan covering a three year period; (ii) a Profit and Budget Plan and certain capital plans; and (iii) a written plan for the continued reduction of adversely classified assets. Under the MOU, the Bank must continue to take steps necessary, consistent and with sound banking practices, to eliminate and/or correct all deficiencies specifically cited by regulators in certain reports of examination and furnish written progress reports covering the MOU. The MOU keeps in place restrictions on extending, renewing, or restructuring any credit to or for the benefit of certain borrowers whose loans have been criticized by regulators, while maintaining certain related documentation, and declaring or paying any cash dividends without the written approval of the PDB. The Bank is required to submit a written plan to strengthen Board oversight of management and Bank operations, including credit administration, credit risk management, loan review, enterprise risk management, capital, and earnings, and have and retain qualified management, substantially similar to the requirement contained in the Written Agreement. The Bank must also submit an updated written summary of the status of Bank progress in implementing its ERM program and credit risk management plan, with provisions for enhanced monitoring and control of problem assets and oversight of the loan review function.

The Company and the Bank have developed and continue to implement strategies and action plans with the intention of meeting the requirements of the Written Agreement and the MOU. As part of its efforts on complying with the terms of the Written Agreement and the MOU, the Bank has filed a capital plan with the Federal Reserve Bank and the PDB.

The Written Agreement will continue until terminated by the Federal Reserve Bank, and the MOU will continue until terminated by the PDB.

## **NOTE 6. EARNINGS PER SHARE**

Earnings per share for the three months ended March 31, 2014 and 2013 were as follows:

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<i>(In thousands, except per share data)</i>	<b>March 31, 2014</b>	<b>March 31, 2013</b>
Net income	<b>\$ 1,978</b>	\$ 1,560
Weighted average shares outstanding (basic)	<b>8,108</b>	8,084
Impact of common stock equivalents	<b>0</b>	0
Weighted average shares outstanding (diluted)	<b>8,108</b>	8,084
<b>Per share information:</b>		
Basic earnings per share	<b>\$ 0.24</b>	\$ 0.19
Diluted earnings per share	<b>0.24</b>	0.19

Stock options amounting to 206,063 and 242,603 shares of common stock were not considered in computing diluted earnings per share for the three months ended March 31, 2014 and 2013, as their exercise would have been antidilutive since the exercise price exceeded the average market value.

Table of Contents**NOTE 7. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK**

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financial needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

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 and financial guarantees written, is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

	<b>Contract or Notional Amount</b>	
	<b>March 31, 2014</b>	December 31, 2013
<i>(Dollars in thousands)</i>		
<b>Commitments to fund:</b>		
Revolving, open ended home equity loans	<b>\$ 88,188</b>	\$ 86,253
1-4 family residential construction loans	<b>2,351</b>	2,657
Commercial real estate, construction and land development loans	<b>5,786</b>	2,961
Commercial, industrial and other loans	<b>48,657</b>	45,629
Standby letters of credit	<b>6,194</b>	6,267

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the customer. Collateral held varies but may include accounts receivable, inventory, equipment, residential real estate, and income-producing commercial properties.

Standby letters of credit and financial guarantees written are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The Company holds collateral supporting those commitments when deemed necessary by management. The current amount of liability, as of March 31, 2014 and December 31, 2013, for guarantees under standby letters of credit issued was not material.

The Company currently maintains a reserve in other liabilities totaling \$459,000 and \$529,000 at March 31, 2014 and December 31, 2013 for off-balance sheet credit exposures that currently are not funded, based on historical loss experience of the related loan class. For the three months ended March 31, 2014 and 2013, (\$70,000) and (\$24,000) was recovered through noninterest expense for this exposure.



The Company has sold loans to the Federal Home Loan Bank of Chicago as part of its Mortgage Partnership Finance Program ( MPF Program ). Under the terms of the MPF Program, there is limited recourse back to the Company for loans that do not perform in accordance with the terms of the loan agreement. Each loan that is sold under the program is credit enhanced such that the individual loan s rating is raised to AA, as determined by the Federal Home Loan Bank of Chicago. The sum of total loans sold under the MPF Program was \$60,511,000 and \$61,862,000 at March 31, 2014 and December 31, 2013, with limited recourse back to the Company on these loans of \$8,508,000 at these dates. Many of the loans sold under the MPF Program have primary mortgage insurance, which reduces the Company s overall exposure. The Company is in the process of foreclosing on loans sold under the MPF Program or recovering amounts previously charged off, with a resulting charge (recovery) of \$17,000 and (\$26,000) for the three months ended March 31, 2014 and 2013 to other expenses representing an estimate of the Company s loss under its recourse exposure.

#### **NOTE 8. FAIR VALUE DISCLOSURES**

The Company meets the requirements for disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instruments. Certain financial instruments and all non-financial instruments are excluded from disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

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Fair value measurements under GAAP defines fair value, describes a framework for measuring fair value and requires disclosures about fair value measurements by establishing a three-level hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to valuation techniques that employ unobservable inputs (Level 3). If the inputs used to measure the assets or liabilities fall within different levels of the hierarchy, the classification is based on the lowest level input that is significant to the fair value measurement of the asset or liability. Classification of assets and liabilities within the hierarchy considers the markets in which the assets and liabilities are traded and the reliability and transparency of the assumptions used to determine fair value.

The three levels are defined as follows: Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active or by model-based techniques in which all significant inputs are observable in the market for the asset or liability, for substantially the full term of the financial instrument. Level 3 the valuation methodology is derived from model-based techniques in which at least one significant input is unobservable to the fair value measurement and based on the Company's own assumptions about market participants' assumptions.

Following is a description of the valuation methodologies used for instruments measured on a recurring basis at estimated fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

### Securities

Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, securities are classified within Level 2 and fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flow. Level 2 securities would include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset backed and other securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy. All of the Company's securities are classified as available for sale.

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The Company had no fair value liabilities measured on a recurring basis at March 31, 2014 and December 31, 2013. A summary of assets at March 31, 2014 and December 31, 2013, measured at estimated fair value on a recurring basis was as follows:

<i>(Dollars in thousands)</i>	Level 1	Level 2	Level 3	Total Fair Value Measurements
<b>March 31, 2014</b>				
Securities available for sale:				
U.S. Government Agencies	\$ 0	\$ 24,983	\$ 0	\$ 24,983
U.S. Government Sponsored Enterprises (GSE)	0	23,813	0	23,813
States and political subdivisions	0	64,769	0	64,769
GSE residential mortgage-backed securities	0	159,200	0	159,200
GSE residential Collateralized Mortgage Obligations (CMOs)	0	95,208	0	95,208
GSE commercial CMOs	0	63,744	0	63,744
<b>Total debt securities</b>	<b>0</b>	<b>431,717</b>	<b>0</b>	<b>431,717</b>
Equity securities - Financial services	0	69	0	69
<b>Total securities</b>	<b>\$ 0</b>	<b>\$ 431,786</b>	<b>\$ 0</b>	<b>\$ 431,786</b>
<b>December 31, 2013</b>				
Securities available for sale:				
U.S. Government Agencies	\$ 0	\$ 25,451	\$ 0	\$ 25,451
U.S. Government Sponsored Enterprises (GSE)	0	13,714	0	13,714
States and political subdivisions	0	71,544	0	71,544
GSE residential mortgage-backed securities	0	198,619	0	198,619
GSE residential Collateralized Mortgage Obligations (CMOs)	0	40,532	0	40,532
GSE commercial CMOs	0	57,014	0	57,014
<b>Total debt securities</b>	<b>0</b>	<b>406,874</b>	<b>0</b>	<b>406,874</b>
Equity securities - Financial services	0	69	0	69
<b>Total securities</b>	<b>\$ 0</b>	<b>\$ 406,943</b>	<b>\$ 0</b>	<b>\$ 406,943</b>

Certain financial assets are measured at fair value on a nonrecurring basis in accordance with GAAP. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

The following describes the valuation techniques used by the Company to measure certain financial assets recorded at fair value on a nonrecurring basis in the financial statements:

**Impaired Loans**

Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due, according to the contractual terms of the loan agreement, will not be collected. The measurement of loss associated with impaired loans can be based on either the observable market price of the loan or the fair value of the collateral. Fair value is measured based on the value of the collateral securing the loan, less estimated costs to sell. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The value of the real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser outside of the Company using observable market data (Level 2). However, if the collateral is a house or building in the process of construction, or if management adjusts the appraisal value, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal, if deemed significant, or the net book value on the applicable business financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivable collateral are based on financial statement balances or aging reports (Level 3). Impaired loans with an allocation to the allowance for loan losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the consolidated statements of income. Specific allocations to the allowance for loan losses or partial charge-offs were \$3,195,000 and \$3,238,000 at March 31, 2014 and December 31, 2013.

**Table of Contents****Foreclosed Real Estate**

Other real estate property acquired through foreclosure is initially recorded at the fair value of the property at the transfer date less estimated selling cost. Subsequently, other real estate owned is carried at the lower of its carrying value or the fair value less estimated selling cost. Fair value is usually determined based upon an independent third-party appraisal of the property or occasionally upon a recent sales offer. Specific charges to value the real estate owned at the lower of cost or fair value on properties held at March 31, 2014 and December 31, 2013 were \$411,000 and \$411,000.

A summary of assets at March 31, 2014 and December 31, 2013 measured at fair value on a nonrecurring basis is as follows:

<i>(Dollars in thousands)</i>	Level 1	Level 2	Level 3	Total Fair Value Measurements
<b>March 31, 2014</b>				
Impaired loans, net	\$ 0	\$ 0	\$ 4,177	\$ 4,177
Foreclosed real estate	0	0	558	558
<b>December 31, 2013</b>				
Impaired loans, net	\$ 0	\$ 0	\$ 6,457	\$ 6,457
Foreclosed real estate	0	0	558	558

The following table presents additional qualitative information about assets measured on a nonrecurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

<i>(Dollars in thousands)</i>	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range
<b>March 31, 2014</b>				
Impaired loans	\$ 4,177	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	0%-30% discount
			Management adjustments for liquidation expenses	5%-10% discount
Foreclosed real estate	558	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	0%-30% discount
			Management adjustments for liquidation expenses	5%-25% discount
<b>December 31, 2013</b>				
Impaired loans	\$ 6,457	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	0%-30% discount
			Management adjustments for liquidation expenses	5%-10% discount
Foreclosed real estate	558	Appraisal of collateral	Management adjustments on appraisals for property type and recent activity	0%-30% discount

Management adjustments for liquidation expenses 5%-10% discount

**Fair values of financial instruments**

In addition to those disclosed above, the following methods and assumptions were used by the Company in estimating fair values of financial instruments as disclosed herein:

Cash and Due from Banks and Interest Bearing Deposits with Banks

The carrying amounts of cash and due from banks and interest bearing deposits with banks approximate their fair value.

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### Loans Held for Sale

Loans held for sale are carried at the lower of cost or fair value. These loans typically consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale.

### Loans Receivable

For variable-rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. Fair values for fixed rate loans are estimated using discounted cash flow analyses, using interest rates currently being offered in the market for loans with similar terms to borrowers of similar credit quality.

### Restricted Investment in Bank Stock

These investments are carried at cost. The Company is required to maintain minimum investment balances in these stocks, which are not actively traded and therefore have no readily determinable market value.

### Mortgage Servicing Rights

The fair value of mortgage servicing rights is estimated based on a valuation model that calculates the present value of estimated future net servicing income.

### Deposits

The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposits and IRAs are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market to a schedule of aggregated expected maturities on time deposits.

### Short-Term Borrowings

The carrying amounts of federal funds purchased, borrowings under Repurchase Agreements, and other short-term borrowings maturing within 90 days approximate their fair values. Fair values of other short-term borrowings are estimated using discounted cash flow analyses based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

### Long-Term Debt

The fair value of the Company's fixed rate long-term borrowings is estimated using a discounted cash flow analysis based on the Company's current incremental borrowing rate for similar types of borrowing arrangements. The carrying amounts of variable-rate long-term borrowings approximate their fair values at the reporting date.

### Accrued Interest

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

Off-Balance-Sheet Instruments

The Company generally does not charge commitment fees. Fees for standby letters of credit and other off-balance-sheet instruments are not significant.



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The estimated fair values of the Company's financial statements were as follows at March 31, 2014 and December 31, 2013:

<i>(Dollars in thousands)</i>	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
<b>March 31, 2014</b>					
<b>Financial Assets</b>					
Cash and due from banks	\$ 16,707	\$ 16,707	\$ 16,707	\$ 0	\$ 0
Interest bearing deposits with banks	13,650	13,650	13,650	0	0
Restricted investments in bank stock	9,014	9,014	0	0	9,014
Securities available for sale	431,786	431,786	0	431,786	0
Loans held for sale	2,652	2,652	0	2,652	0
Loans, net of allowance for loan losses	652,785	656,884	0	0	656,884
Accrued interest receivable	3,313	3,313	0	0	3,313
Mortgage servicing rights	2,767	3,013	0	0	3,013
<b>Financial Liabilities</b>					
Deposits	1,002,405	1,004,122	0	1,004,122	0
Short-term borrowings	48,821	48,821	0	48,821	0
Long-term debt	25,718	26,328	0	26,328	0
Accrued interest payable	339	339	0	339	0
<b>Off-balance sheet instruments</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>December 31, 2013</b>					
<b>Financial Assets</b>					
Cash and due from banks	\$ 12,995	\$ 12,995	\$ 12,995	\$ 0	\$ 0
Interest bearing deposits with banks	24,565	24,565	24,565	0	0
Restricted investments in bank stock	9,921	9,921	0	0	9,921
Securities available for sale	406,943	406,943	0	406,943	0
Loans held for sale	1,936	1,936	0	1,936	0
Loans, net of allowance for loan losses	650,072	655,122	0	0	655,122
Accrued interest receivable	3,400	3,400	0	0	3,400
Mortgage servicing rights	2,806	3,090	0	0	3,090
<b>Financial Liabilities</b>					
Deposits	\$ 1,000,390	\$ 1,002,235	0	\$ 1,002,235	0
Short-term borrowings	59,032	59,032	0	59,032	0
Long-term debt	16,077	16,645	0	16,645	0
Accrued interest payable	333	333	0	333	0
<b>Off-balance sheet instruments</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**NOTE 9. CONTINGENCIES**

The nature of the Company's business generates a certain amount of litigation involving matters arising out of the ordinary course of business. Except as described below, in the opinion of management, there are no legal proceedings that might have a material effect on the results of operations, liquidity, or the financial position of the Company at this time.

On May 25, 2012, Southeastern Pennsylvania Transportation Authority ( SEPTA ) filed a putative class action complaint in the United States District Court for the Middle District of Pennsylvania against the Company, the Bank and certain current and former directors and executive officers (collectively, the Defendants ). The complaint alleges, among other things, that (i) in connection with the Company s Registration Statement on Form S-3 dated February 23, 2010 and its Prospectus Supplement dated March 23, 2010, and (ii) during the purported class period of March 24, 2010 through October 27, 2011, the Company issued materially false and misleading statements regarding the Company s lending practices and financial results, including misleading statements concerning the stringent nature of the Bank s credit practices and underwriting standards, the quality of its loan portfolio, and the intended use of the proceeds from the Company s March 2010 public offering of common stock. The complaint asserts claims under Sections 11, 12(a) and 15 of the Securities Act of 1933, Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, and seeks class certification, unspecified money damages, interest, costs, fees and equitable or injunctive relief. Under the Private Securities Litigation Reform Act of 1995 ( PSLRA ), motions for appointment of Lead Plaintiff in this case were due by July 24, 2012. SEPTA was the sole movant and the Court appointed SEPTA Lead Plaintiff on August 20, 2012.

Pursuant to the PSLRA and the Court s September 27, 2012 Order, SEPTA was given until October 26, 2012 to file an amended complaint and the Defendants until December 7, 2012 to file a motion to dismiss the amended complaint. SEPTA s opposition to the Defendant s motion to dismiss was originally due January 11, 2013. Under the PSLRA, discovery and all other proceedings in the case are stayed pending the Court s ruling on the motion to dismiss. The September 27, 2012 Order specified that if the motion to dismiss were denied, the Court would schedule a conference to address discovery and the filing of a motion for class certification. On October 26, 2012, SEPTA filed an unopposed motion for enlargement of time to file its amended complaint in order to permit the parties and new defendants to be named in the amended complaint time to discuss plaintiff s claims and defendants defenses. On October 26, 2012, the Court granted SEPTA s motion, mooted its September 27, 2012 scheduling Order, and requiring SEPTA to file its amended complaint on or before January 16, 2013 or otherwise advise the Court of circumstances that require a further enlargement of time. On January 14, 2013, the Court granted SEPTA s second unopposed motion for enlargement of time to file an amended complaint on or before March 22, 2013.

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On March 4, 2013, SEPTA filed an amended complaint. The amended complaint expands the list of defendants in the action to include the Company's independent registered public accounting firm and the underwriters of the Company's March 2010 public offering of common stock. In addition, among other things, the amended complaint extends the purported 1934 Exchange Act class period from March 15, 2010 through April 5, 2012.

Pursuant to the Court's March 28, 2013 Second Scheduling Order, on May 28, 2013 all defendants filed their motions to dismiss the amended complaint, and on July 22, 2013 SEPTA filed its omnibus opposition to all of the defendants' motions to dismiss. On August 23, 2013, all defendants filed reply briefs in further support of their motions to dismiss. On December 5, 2013, the Court ordered oral argument on the Orrstown Defendants' motion to dismiss the amended complaint to be heard on February 7, 2014. Oral argument on the pending motions to dismiss SEPTA's amended complaint was held on April 29, 2014. A decision from the court on the motions to dismiss is expected sometime in the next few months.

The Second Scheduling Order stays all discovery in the case pending the outcome of the motions to dismiss, and informs the parties that, if required, a telephonic conference to address discovery and the filing of SEPTA's motion for class certification will be scheduled after the Court's ruling on the motions to dismiss.

The matter is currently progressing through the legal process. The Orrstown Defendants believe that the allegations in the amended complaint are without merit and intend to defend themselves vigorously against those claims.

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

The Company is a bank holding company that has elected status as a financial holding, with a wholly-owned bank subsidiary, Orrstown Bank. At March 31, 2014, the Company had total assets of \$1,198,017,000, total liabilities of \$1,101,765,000 and total shareholders' equity of \$96,252,000. Currently, the U.S. economy appears to be slowly recovering from one of its longest and most severe economic recessions in recent history. The economic recovery has been slower than anticipated, but signs of growth have continued into the first quarter of 2014. However, the continued uncertainty with the economy, together with the challenging regulatory environment, will continue to affect the Company and the markets in which it does business, and may impact the Company's results in the future. American households are being affected by higher fuel and food costs, which affect household spending and may slow economic growth. During the past several months, mortgage interest rates have risen, leading to a reduction in the number of customers refinancing their residential mortgages which contributed to lower revenues.

### **Caution About Forward Looking Statements**

Certain statements appearing herein which are not historical in nature are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements refer to a future period or periods, reflecting management's current views as to likely future developments, and use words like "may," "will," "expect," "estimate," "anticipate" or similar terms. Forward-looking statements are statements that include projections, predictions, expectations, or beliefs about events or results or otherwise are not statements of historical facts, including, but not limited to, statements related to new business development, new loan opportunities, growth in the balance sheet and fee based revenue lines of business, reducing risk assets, and mitigating losses in the future. Actual results and trends could differ materially from those set forth in such statements and there can be no assurances that we will achieve the desired level of new business development and new loans, growth in the balance sheet and fee based revenue lines of business, continue to reduce risk assets or mitigate losses in the future. Factors that could cause actual results to differ from those expressed or implied by the forward looking statements include, but are not limited to, the following: ineffectiveness of the Company's business strategy due to changes in current or future market

conditions; the effects of competition, including industry consolidation and development of competing financial products and services; changes in laws and regulations, including the Dodd-Frank Wall Street Reform and Consumer Protection Act; interest rate movements; changes in credit quality; inability to raise capital under favorable conditions, volatilities in the securities markets; deteriorating economic conditions, and other risks and uncertainties, including those detailed in the Company's Form 10-K for the fiscal year ended December 31, 2013, under the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in other filings made with the Securities and Exchange Commission. The statements are valid only as of the date hereof and the Company disclaims any obligation to update this information.

The following is a discussion of our consolidated financial condition at March 31, 2014 and results of operations for the three months ended March 31, 2014 and 2013. Throughout this discussion, the yield on earning assets is stated on a fully taxable-equivalent basis and balances represent average daily balances unless otherwise stated. The discussion and analysis should be read in conjunction with our Condensed Consolidated Financial Statements (Unaudited) and Notes thereto presented elsewhere in this report. Certain prior period amounts, presented in this discussion and analysis, have been reclassified to conform to current period classifications.

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### **Critical Accounting Policies**

The Company's consolidated financial statements are prepared in accordance with GAAP and follow general practices within the financial services industry in which it operates. Management, in order to prepare the Company's consolidated financial statements, is required to make estimates, assumptions and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the balance sheet date through the date the financial statements are filed with the commission. As this information changes, the consolidated financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources.

The most significant accounting policies followed by the Company are presented in Note 1 to the consolidated financial statements. These policies, along with the disclosures presented in the other financial statement notes, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, the Company has identified the adequacy of the allowance for loan losses and accounting for income taxes as critical accounting policies.

The allowance for loan losses represents management's estimate of probable credit losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on the consolidated balance sheet.

The Company recognizes deferred tax assets and liabilities for the future effects of temporary differences and tax credits. Enacted tax rates are applied to cumulative temporary differences based on expected taxable income in the periods in which the deferred tax asset or liability is anticipated to be realized. Future tax rate changes could occur that would require the recognition of income or expense in the statement of operations in the period in which they are enacted. Deferred tax assets must be reduced by a valuation allowance if in management's judgment it is more likely than not that some portion of the asset will not be realized. Management may need to modify its judgment in this regard from one period to another should a material change occur in the business environment, tax legislation, or in any other business factor that could impair the Company's ability to benefit from the asset in the future. Based upon the Company's prior cumulative taxable losses, projections for future taxable income and other available evidence, management determined that there was not sufficient positive evidence to outweigh the cumulative loss, and concluded it was not more likely than not that the net deferred tax asset would be realized. Accordingly, a full valuation allowance was recorded at March 31, 2014 and December 31, 2013. Management will continue to update its analysis quarterly, and after a period of sustainable taxable income, the valuation allowance may be reversed in part or in total.

Readers of the consolidated financial statements should be aware that the estimates and assumptions used in the Company's current financial statements may need to be updated in future financial presentations for changes in

circumstances, business or economic conditions in order to fairly represent the condition of the Company at that time.

## **RESULTS OF OPERATIONS**

### **QUARTER ENDED MARCH 31, 2014 COMPARED TO QUARTER ENDED MARCH 31, 2013**

#### **Summary**

The Company recorded net income of \$1,978,000 for the first quarter of 2014 compared to net income of \$1,560,000 for the same period in 2013. Basic and diluted earnings per share (EPS) for the first quarter of 2014 were \$0.24, compared to \$0.19 for the first quarter of 2013. Net interest income of \$8,516,000 was \$409,000 higher for the three months ended March 31, 2014 than in 2013. As a result of the sustained improvement in the Company's asset quality and earnings performance, the Company was able to invest its excess liquidity previously kept in interest bearing bank balances into higher yielding securities and its loan portfolio. In addition, lower average balances of nonaccrual loans allowed for greater recognition of interest income.

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**Table of Contents****Net Interest Income**

Net interest income, which is the difference between interest income and fees on interest-earning assets and interest expense on interest-bearing liabilities, is the primary component of the Company's revenue. Interest earning assets include loans, securities and interest bearing deposits with banks. Interest bearing liabilities include deposits and borrowed funds. To compare the tax-exempt yields to taxable yields, amounts are adjusted to pretax equivalents based on a 35% federal corporate tax rate.

Net interest income is affected by changes in interest rates, volumes of interest-earning assets and interest-bearing liabilities and the composition of those assets and liabilities. The net interest spread and net interest margin are two common statistics related to changes in net interest income. The net interest spread represents the difference between the yields earned on interest-earning assets and the rates paid for interest-bearing liabilities. The net interest margin is defined as the ratio of net interest income to average earning assets. Through the use of noninterest bearing, demand deposits, certain other liabilities, and stockholders' equity, the net interest margin exceeds the net interest spread, as these funding sources are non-interest bearing.

The Analysis of Net Interest Income table below presents net interest income on a fully taxable equivalent basis, net interest spread and net interest margin for the quarters ended March 31, 2014 and 2013.

For the three months ended March 31, 2014, net interest income measured on a fully tax equivalent basis increased \$380,000 to \$8,942,000 from \$8,562,000 in the corresponding period in 2013. The primary reason for the increase in net interest income was an increase in the rates on interest earning assets coupled with being able to lower the cost of funds, or interest bearing liabilities.

Interest income earned on loans decreased from \$8,529,000 for the quarter ended March 31, 2013 to \$7,741,000 for the same period in 2014, a \$788,000 decline. The primary reason for the decline was the average balance of loans decreased from \$694,935,000 for the first quarter of 2013 to \$672,364,000 for the same period in 2014, and a decrease in rates earned from 4.98% in the quarter ended March 31, 2013 to 4.67% in the same period in 2014.

Securities interest income increased \$929,000 to \$2,278,000 for the quarter ended March 31, 2014 from \$1,349,000 for the same period in 2013. The average balance on securities has increased from \$342,073,000 in the first quarter of 2013 to \$412,963,000 for the same period in 2014. Rates earned on securities increased from a tax equivalent yield of 1.60% for the three months ended March 31, 2013 to 2.24% in the same period in 2014.

Interest expense on deposits and borrowings for the three months ended March 31, 2014 was \$1,085,000, a decrease of \$292,000, from \$1,377,000 in the same period in 2013. The Company's cost of funds on interest bearing liabilities has declined to 0.47% for the quarter ended March 31, 2014 from 0.56% for the same period in 2013. The interest rate environment has allowed the Company to lower the rates offered on its demand deposits, including interest bearing demand, money market and savings, and as time deposits and long-term debt mature, it has also been able to replace the funds at slightly lower rates.

The Company's net interest spread of 3.23% increased 23 basis points in the quarter ended March 31, 2014 as compared to the same period in 2013. Net interest margin for the quarter ended March 31, 2014 was 3.30%, a 23 basis point increase from 3.07% for the quarter ended March 31, 2013.

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The table that follows shows average balances and interest yields on a fully taxable equivalent basis (FTE) for the three months ended March 31, 2014 and 2013:

**Analysis of Net Interest Income**

<i>(Dollars in thousands)</i>	March 31, 2014			March 31, 2013		
	Average Balance	Tax Equivalent Interest	Tax Equivalent Rate	Average Balance	Tax Equivalent Interest	Tax Equivalent Rate
<b>Assets</b>						
Federal funds sold & interest bearing bank balances	\$ 12,902	\$ 8	0.25%	\$ 94,854	\$ 61	0.26%
Securities	412,963	2,278	2.24	342,073	1,349	1.60
Loans	672,364	7,741	4.67	694,935	8,529	4.98
<b>Total interest-earning assets</b>	<b>1,098,229</b>	<b>10,027</b>	<b>3.70</b>	<b>1,131,862</b>	<b>9,939</b>	<b>3.56</b>
Other assets	60,978			70,189		
<b>Total</b>	<b>\$ 1,159,207</b>			<b>\$ 1,202,051</b>		
<b>Liabilities and Shareholders Equity</b>						
Interest bearing demand deposits	\$ 478,369	186	0.16	\$ 482,401	\$ 217	0.18
Savings deposits	80,399	33	0.17	75,493	31	0.17
Time deposits	310,693	737	0.96	384,593	976	1.03
Short term borrowings	50,719	33	0.26	10,916	6	0.22
Long term debt	17,928	96	2.17	37,330	147	1.60
<b>Total interest bearing liabilities</b>	<b>938,108</b>	<b>1,085</b>	<b>0.47</b>	<b>990,733</b>	<b>1,377</b>	<b>0.56</b>
Non-interest bearing demand deposits	116,211			112,410		
Other	10,949			11,219		
<b>Total Liabilities</b>	<b>1,065,268</b>			<b>1,114,362</b>		
Shareholders Equity	93,939			87,689		
<b>Total</b>	<b>\$ 1,159,207</b>			<b>\$ 1,202,051</b>		
Net interest income (FTE)/ net interest spread		8,942	3.23%		8,562	3.00%
Net interest margin			3.30%			3.07%
Tax-equivalent adjustment		(426)			(455)	



Net interest income	\$ 8,516	\$ 8,107
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NOTES: Yields and interest income on tax-exempt assets have been computed on a fully taxable equivalent basis assuming a 35% tax rate. For yield calculation purposes, nonaccruing loans are included in the average loan balance.

### **Provision for Loan Losses**

The Company recorded no provision for loan losses for the three months ended March 31, 2014, consistent with no provision recorded in the same period in 2013. In the past five quarters, the Company has recorded net recoveries of \$481,000, which has resulted in favorable net charge-off ratios during this period. Both quantitative and qualitative factors are considered in the determination of the adequacy of the allowance for loan losses. The favorable historical charge-off data combined with stable economic and market conditions has resulted in the determination that no additional provision for loan losses was required to replenish the net charge-offs recorded during the first quarter of 2014 and the first quarter of 2013.

See further discussion in the [Allowance for Loan Losses](#) section.

### **Noninterest Income**

Noninterest income, excluding securities gains, totaled \$3,841,000 for the three months ended March 31, 2014, compared to \$4,310,000 for the same period in 2013. Several factors contributed to the lower revenues for the first quarter of 2014 compared to the same period in 2013, as noted below.

The Company experienced a decline in service charges on deposits and other services charges from \$1,642,000 for the three months ended March 31, 2013 to \$1,457,000 for the same period in 2014. This decline reflects trends noted in consumer spending behavior and lower loan and deposit balances.

Brokerage income of \$448,000 for the three months ended March 31, 2014 represented a decrease of \$189,000 thousand from the same period in 2013, due primarily to elevated levels of income in the first quarter of 2013 due to higher trading and related commission volumes. Partially offsetting these unfavorable variances were trust and estate fees generated by Orrstown Financial Advisors, which totaled \$1,208,000 for the three months ended March 31, 2014, an increase of 7.2% from the same period in 2013.

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During the past several quarters, mortgage interest rates have risen, leading to a reduction in the number of customers refinancing their residential mortgages in comparison to the same period in 2013, which resulted in a \$293,000 decline in mortgage banking revenues to \$459,000 for the quarter ended March 31, 2014 compared to the same period in 2013. Mortgage banking revenues for the first quarter of 2014 are consistent with the \$469,000 earned in the fourth quarter of 2013. The high interest rate environment positively impacted 2013's results as the fair value of our mortgage servicing rights improved, which allowed for the recovery of \$68,000 of our impairment reserve in the first quarter of 2013, with no similar recovery in the same period in 2014.

The fluctuation in other income (loss) is due to losses on the disposal of foreclosed real estate of \$122,000 in 2013, with no similar loss in 2014.

Securities gains totaled \$597,000 for the three months ended March 31, 2014 compared to \$122,000 for the same period in 2013. For both periods, asset/liability management strategies and interest rate conditions resulted in gains on sales of securities, as market conditions presented opportunities to reduce interest rate risk while maintaining earnings from our securities portfolio.

## **Noninterest Expenses**

Noninterest expenses amounted to \$10,976,000 for the three months ended March 31, 2014, which was relatively consistent with the \$10,949,000 for the corresponding prior year period. The changes in certain components of noninterest expenses between the quarters ended March 31, 2013 and 2014, as described below, are reflective of the Company's investments to build a stronger foundation for future growth and to better serve the needs of our customers, combined with improvements in financial condition and asset quality.

As the Company began to introduce new product offerings, improve the effectiveness of alternate delivery channels and enter new markets, it experienced increased furniture and equipment, data processing, and occupancy expenses. For the three months ended March 31, 2014, these expenses totaled \$1,852,000, an increase of 27.5% over \$1,453,000 for the same period in 2013. In December 2013, the Company outsourced its core processing system to a third party provider, to capitalize on additional products and services that the outsourced solution offered. In connection with the migration to the new platform, upgrades in certain equipment were also required. In the fourth quarter of 2013, the Company opened its financial services facility office in Lancaster, Pennsylvania, resulting in a full quarter of occupancy charges in the first three months of 2014, with no corresponding charge in the same period in 2013.

Salaries and employee benefits totaled \$5,812,000 for the three months ended March 31, 2014, compared to \$5,746,000 for the three months ended March 31, 2013, an increase of \$66,000. In connection with the migration to the new operating platform, and enhanced product offerings to our customers, management anticipated that it would be able to decrease its operations and retail staff, after a period of successful transition to the new platform. In April 2014, the Company announced the elimination of 32 positions, primarily in its operations and branch network, which are projected to save the Company approximately \$1,500,000 in annual salaries and benefits, after a charge of approximately \$150,000 which will be incurred in the second quarter of 2014.

Advertising and bank promotions expense increased \$214,000 to \$425,000 for the three months ended March 31, 2014 from \$211,000 for the same period in 2013. Advertising and bank promotions were used to advance the Company's growth initiatives and introduction of new products and services, including the Bank's first ever advertising on television and increased direct mail efforts. The Company accelerated some of its planned marketing spending into the first quarter of 2014, but does not anticipate similar expenditures during the remainder of the year.

FDIC insurance expense decreased \$201,000 to \$464,000 for the three months ended March 31, 2014 compared to \$665,000 for the same period in 2013. The 30.2% decrease is primarily the result of a lower assessment rate.

Professional service fees, including loan review assistance, legal fees and accounting expenses, have decreased \$133,000 to \$628,000 in the first quarter of 2014 from \$761,000 in the same period in 2013. The decrease was primarily the result of costs associated with the settlement of litigation incurred during the quarter ended March 31, 2013, with no similar charge in the same period in 2014.

Taxes other than income decreased from \$244,000 for the first quarter of 2013 to \$158,000 for the first quarter in 2014, due to a change in the assessment rate and methodology for state bank shares tax.

In order to better understand how noninterest expenses increased in relation to related increases in revenue, operating expense levels are often measured in the financial services industry by the efficiency ratio, which expresses non-interest expense, as a percentage of tax-equivalent net interest income and noninterest income, excluding securities gains, and other non-recurring items. The Company's efficiency ratio increased slightly for the three months ended March 31, 2014 to 85.2%, compared to 84.3% for the same period in 2013. The higher, or less favorable, ratio was primarily the result of lower noninterest income, excluding securities gains, between the two periods.

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### **Income Tax Expense**

Income tax expense totaled \$0 and \$30,000 for the three months ended March 31, 2014 and 2013, on pre-tax income of \$1,978,000, and \$1,590,000 for the three months ended March 31, 2014 and 2013. During the third quarter of 2012, an evaluation was completed on the net deferred tax asset that existed at that time, which principally resulted from credit and credit related losses and expenses that the Company experienced. As a result of the taxable losses that were generated during 2012, and our inability to fully offset the tax to the two preceding carryback years allowed by tax regulation, our net deferred tax asset was dependent on tax planning strategies and future taxable income. Based on forecasted taxable income in the near future, combined with limited tax planning strategies, we were not able to conclude that the deferred tax asset would more likely than not be realized in its entirety, and as such, a valuation allowance was established for the full amount beginning in the third quarter of 2012, which resulted in a charge at that time of \$19,872,000. The evaluation is updated quarterly. As of March 31, 2014, while improvement is evident, we continue to believe that the valuation allowance is appropriate. The net expense in 2013 pertains to estimated federal alternative minimum tax.

### **FINANCIAL CONDITION**

A substantial amount of time is devoted by management to overseeing the investment of funds in loans and securities and the formulation of policies directed toward the profitability and minimization of risk associated with such investments.

### **Securities Available for Sale**

The Company utilizes securities available for sale as a tool for managing interest rate risk, enhancing income through interest and dividend income, to provide liquidity and to provide collateral for certain deposits and borrowings. As of March 31, 2014, securities available for sale were \$431,786,000, an increase of \$24,843,000 from December 31, 2013's balance of \$406,943,000. A contributing factor to the increase is trade date accounting, in which the Company is committed to purchase a security for \$12,751,000 in April 2014. The security is included in the balance at March 31, 2014, with a corresponding entry to other liabilities. This security purchased will be funded primarily from security paydowns. Many of the securities have monthly cash flows or short maturities, which will provide cash flow to fund loan growth as the loan pipeline expands.

### **Loan Portfolio**

The Company offers various products to meet the credit needs of our borrowers, principally consisting of commercial real estate loans, commercial and industrial loans, and retail loans consisting of loans secured by residential properties, and to a lesser extent, installment loans. No loans are extended to non-domestic borrowers or governments.

The risks associated with lending activities differ among the various loan classes, and are subject to the impact of changes in interest rates, market conditions of collateral securing the loans, and general economic conditions. All of these factors may adversely impact the borrower's ability to repay its loans, and impact the associated collateral. See Note 3, Loans Receivable and Allowance for Loan Losses, in the Notes to the Consolidated Financial Statements for a detailed description of the Company's loan classes and differing levels of credit risk associated with each class, which information is incorporated herein by reference.

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The loan portfolio, excluding residential loans held for sale, broken out by classes as of March 31, 2014 and December 31, 2013 is as follows:

<i>(Dollars in thousands)</i>	<b>March 31, 2014</b>	December 31, 2013
<b>Commercial real estate:</b>		
Owner-occupied	<b>\$ 108,238</b>	\$ 111,290
Non-owner occupied	<b>139,764</b>	135,953
Multi-family	<b>25,227</b>	22,882
Non-owner occupied residential	<b>52,798</b>	55,272
<b>Acquisition and development:</b>		
1-4 family residential construction	<b>3,702</b>	3,338
Commercial and land development	<b>17,086</b>	19,440
Commercial and industrial	<b>36,146</b>	33,446
Municipal	<b>60,927</b>	60,996
<b>Residential mortgage:</b>		
First lien	<b>125,280</b>	124,728
Home equity - term	<b>19,630</b>	20,131
Home equity - Lines of credit	<b>78,822</b>	77,377
Installment and other loans	<b>5,662</b>	6,184
	<b>\$ 673,282</b>	\$ 671,037

The loan portfolio at March 31, 2014 of \$673,282,000 reflected an increase of \$2,245,000 from \$671,037,000 at December 31, 2013 and a slight decrease from \$674,748,000 at March 31, 2013. Growth in the loan portfolio during the quarter ended March 31, 2014 as compared to December 31, 2013 was achieved despite active loan collection efforts, in which the Company was able to collect over \$7,600,000 in pay downs/payoffs, charge-offs or foreclosure on nonaccrual loans during the quarter ended March 31, 2014. An aggressive advertising campaign which included television and increased direct mail efforts also contributed to the growth. Current economic and market conditions in the Company's markets have not led to a great deal of growth or activity, and competition for new business opportunities remains strong.

**Asset Quality****Risk Elements**

The Company's loan portfolios are subject to varying degrees of credit risk. Credit risk is mitigated through the Company's underwriting standards, on-going credit review, and monitoring of asset quality measures. Additionally, loan portfolio diversification, limiting exposure to a single industry or borrower, and requiring collateral also mitigate the Company's risk of credit loss.

The Company's loan portfolio is principally to borrowers in south central Pennsylvania and Washington County, Maryland. As the majority of loans are concentrated in this geographic region, a substantial portion of the debtor's ability to honor their obligations may be affected by the level of economic activity in the market area.

Nonperforming assets include nonaccrual and restructured loans and foreclosed real estate. In addition, loans past due 90 days or more and still accruing are also deemed to be risk assets. For all loan classes, the accrual of interest income ceases when principal or interest is past due 90 days or more and collateral is inadequate to cover principal and interest or immediately if, in the opinion of management, full collection is unlikely. Interest will continue to accrue on loans past due 90 days or more if the collateral is adequate to cover principal and interest, and the loan is in the process of collection. Interest accrued, but not collected, as of the date of placement on nonaccrual status, is generally reversed and charged against interest income, unless fully collateralized. Subsequent payments received are either applied to the outstanding principal balance or recorded as interest income, depending on management's assessment of the ultimate collectability of principal. Loans are returned to accrual status, for all loan classes, when all the principal and interest amounts contractually due are brought current, the loans have performed in accordance with the contractual terms of the note for a reasonable period of time, generally six months, and the ultimate collectability of the total contractual principal and interest is reasonably assured. Past due status is based on contract terms of the loan.

Loans, the terms of which are modified, are classified as troubled debt restructurings if a concession was granted, for legal or economic reasons, related to a debtor's financial difficulties. Concessions granted under a troubled debt restructuring typically involve a temporary deferral of scheduled loan payments, an extension of a loan's stated maturity date, temporary reduction in interest rates, or below market rates. If a modification occurs while the loan is on accruing status, it will continue to accrue interest under the modified terms. Nonaccrual troubled debt restructurings are restored to accrual status if scheduled principal and interest payments, under the modified terms, are current for six months after modification, and the borrower continues to demonstrate its ability to meet the modified terms. Troubled debt restructurings are evaluated individually for impairment if they have been restructured during the most recent calendar year, or if they are not performing according to their modified terms.

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The following table presents the Company's risk elements, including information concerning the aggregate balances of nonaccrual, restructured loans still accruing, loans past due 90 days or more, and foreclosed real estate as of March 31, 2014, December 31, 2013 and March 31, 2013. Relevant asset quality ratios are also presented.

<i>(Dollars in Thousands)</i>	<b>March 31, 2014</b>	December 31, 2013	March 31, 2013
Nonaccrual loans (cash basis)	<b>\$ 14,606</b>	\$ 19,347	\$ 14,220
Other real estate (OREO)	<b>2,612</b>	987	1,925
<b>Total nonperforming assets</b>	<b>17,218</b>	20,334	16,145
Restructured loans still accruing	<b>5,487</b>	5,988	3,078
Loans past due 90 days or more and still accruing	<b>497</b>	0	0
<b>Total risk assets</b>	<b>\$ 23,202</b>	\$ 26,322	\$ 19,223
<b>Loans 30-89 days past due</b>	<b>\$ 2,902</b>	\$ 3,963	\$ 6,069
Asset quality ratios:			
Nonaccrual loans to loans	<b>2.17%</b>	2.88%	2.11%
Nonperforming assets to assets	<b>1.44%</b>	1.73%	1.35%
Total nonperforming assets to total loans and OREO	<b>2.55%</b>	3.03%	2.39%
Total risk assets to total loans and OREO	<b>3.43%</b>	3.92%	2.84%
Total risk assets to total assets	<b>1.94%</b>	2.23%	1.61%
Allowance for loan losses to total loans	<b>3.04%</b>	3.12%	3.25%
Allowance for loan losses to nonaccrual loans	<b>140.33%</b>	108.36%	154.13%
Allowance for loan losses to nonaccrual and restructured loans still accruing	<b>102.01%</b>	82.75%	126.70%

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A further breakdown of impaired loans at March 31, 2014 and December 31, 2013 is as follows:

	March 31, 2014			December 31, 2013		
	Nonaccrual Loans	Restructured Loans Still Accruing	Total	Nonaccrual Loans	Restructured Loans Still Accruing	Total
Commercial real estate:						
Owner occupied	\$ 3,740	\$ 196	\$ 3,936	\$ 4,362	\$ 200	\$ 4,562
Non-owner occupied	2,747	4,233	6,980	2,849	4,268	7,117
Multi-family	420	0	420	322	0	322
Non-owner occupied residential	2,107	0	2,107	4,493	0	4,493
Acquisition and development						
Commercial and land development	341	1,058	1,399	2,106	1,071	3,177
Commercial and industrial	2,176	0	2,176	2,001	0	2,001
Residential mortgage:						
First lien	2,905	448	3,353	2,926	449	3,375
Home equity - term	109	0	109	107	0	107
Home equity - lines of credit	61	0	61	181	0	181
	<b>\$ 14,606</b>	<b>\$ 5,935</b>	<b>\$ 20,541</b>	<b>\$ 19,347</b>	<b>\$ 5,988</b>	<b>\$ 25,335</b>

As of March 31, 2014, the Company had 72 lending relationships that had loans that were considered impaired, and were included in the impaired loan balance of \$20,541,000. The exposure to these borrowers with impaired loans is summarized in the following table, along with the partial charge-offs taken to date and the specific reserves established on the relationships at March 31, 2014.

(Dollars in thousands)	# of Loans	Recorded Investment	Partial Charge-offs to Date	Specific Reserves at March 31, 2014
Relationships greater than \$1,000,000	3	\$ 7,005	\$ 506	\$ 0
Relationships greater than \$500,000 but less than \$1,000,000	5	2,982	0	0
Relationships greater than \$250,000 but less than \$500,000	15	5,586	1,171	433
Relationships less than \$250,000	49	4,968	1,085	0
	<b>72</b>	<b>\$ 20,541</b>	<b>\$ 2,762</b>	<b>\$ 433</b>

The Company takes partial charge-offs on collateral dependent loans whose carrying value exceeded their estimated fair value, as determined by the most recent appraisal adjusted for current (within the quarter) conditions, less costs to dispose. ASC 310 impairment reserves remain in those situations in which updated appraisals are pending, and represent management's estimate of potential loss.



Of the relationships deemed to be impaired, three have outstanding book balances in excess of \$1,000,000, totaling \$7,005,000, or 34% of the total impaired loan balance. Forty nine of the relationships, or over two-thirds of the total number of impaired relationships, have recorded balances less than \$250,000. A summary of the impaired relationships in excess of \$1,000,000 are discussed below.

In 2013, the Company classified a relationship with a borrower in the food service and entertainment industry as impaired, based on the restructuring negotiations with the borrower. Management expects the notes to continue to perform under the restructured terms and considers the loan adequately supported by the collateral securing the note, allowing for the note to remain on accrual status. This relationship, with a balance of nearly \$3,600,000, represents the Company's largest impaired relationship at March 31, 2014, and is classified as impaired, as by definition, troubled debt restructurings are impaired. After evaluation of the relationship in accordance with impairment guidance, it was determined no reserve was required.

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An additional relationship that the Company has determined to be impaired at March 31, 2014 is with a real estate developer who also actively leases residential properties. This relationship consists of separate loans with total outstanding book balances of \$2,100,000, secured by different parcels of land or residential structures. Recent appraisals on the collateral securing the outstanding loans resulted in the relationship being placed in nonaccrual status, as the softening of real estate prices and rental prices, and the lengthening of absorption periods resulted in it being classified and evaluated as a collateral dependent impaired loan. To date, partial charge-offs or specific reserves of approximately 24.6% of the outstanding loan balances have been taken.

In the fourth quarter of 2013, the Company moved a note to a commercial lessor with an outstanding balance of approximately \$1,450,000 to nonaccrual status. This decision was made, despite the loan being current as to both principal and interest, as a result of declining cash flows of the Company, and the potential for further reduction in cash available to service debt in the near future. The Company believes it is well secured on this loan, and does not feel a loss will be incurred on it.

The Company has approximately 69 additional relationships with borrowers that include loans that are individually evaluated for impairment, and has taken a similar approach to those mentioned above in determining the extent of full or partial charge-offs that were required, or ASC 310 reserves that may be needed. The determination of the Company's charge-offs or impairment reserve determination included an evaluation of the outstanding loan balance, and the related collateral securing the credit. Through a combination of collateral securing the loans and partial charge-offs taken to date, the Company believes that it has adequately provided for the potential losses that it may incur on these relationships as of March 31, 2014. However, over time, additional information may become known that could result in increased reserve allocations or, alternatively, it may be deemed that the reserve allocations exceed those that are needed.

The Company's foreclosed real estate balance of \$2,612,000 consists of nine properties owned by the Company, six of which were commercial properties and totaled \$1,054,000, and three residential properties that totaled \$1,558,000. The largest commercial property is a commercial land parcel with a carrying value of \$276,000. A second commercial property with a carrying value of \$262,000 was land originally purchased by the Company for future expansion purposes. During 2011, it was determined that this property was no longer in the Company's strategic plans, and as such, the Company re-designated the property as held for sale. One residential property has a carrying value of nearly \$1,400,000 and is a beach property in which a contract of sale was executed in the second quarter of 2014, with no additional writedown required. The remaining properties have carrying values less than \$210,000 and are also carried at the lower of cost or fair value, less costs to dispose.

As of March 31, 2014, the Company believes the value of foreclosed assets represents their fair values, but if the real estate market remains challenging, additional charges may be needed.

## **Credit Risk Management**

### **Allowance for Loan Losses**

The Company maintains the allowance for loan losses at a level believed adequate by management to absorb losses inherent in the portfolio. The allowance is established and maintained through a provision for loan losses charged to earnings. Quarterly, management assesses the adequacy of the allowance for loan losses utilizing a defined methodology, which considers specific credit evaluation of impaired loans, past loan loss historical experience, and qualitative factors. Management believes the approach properly addresses the requirements of ASC Section 310-10-35 for loans individually identified as impaired, and ASC Subtopic 450-20 for loans collectively evaluated for impairment, and other bank regulatory guidance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. See Note 3, "Loans Receivable and Allowance for Loan Losses" in the Notes to the Consolidated Financial Statements for a description of the methodology for establishing the allowance and provision for loan losses and related procedures in establishing the appropriate level of reserve, which information is incorporated herein by reference.

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The following tables summarize the Bank's ratings based on its internal risk rating system as of March 31, 2014 and December 31, 2013:

<i>(Dollars in thousands)</i>	Pass	Special Mention	Non-Impaired Substandard	Impaired Substandard	Doubtful	Total
<b>March 31, 2014</b>						
Commercial real estate						
Owner-occupied	\$ 88,920	\$ 4,285	\$ 11,097	\$ 3,502	\$ 434	\$ 108,238
Non-owner occupied	111,469	10,304	11,011	6,980	0	139,764
Multi-family	22,502	1,865	440	420	0	25,227
Non-owner occupied residential	42,611	5,572	2,508	2,107	0	52,798
Acquisition and development:						
1-4 family residential construction	3,358	344	0	0	0	3,702
Commercial and land development	13,964	1,347	376	1,399	0	17,086
Commercial and industrial	32,318	1,609	43	2,054	122	36,146
Municipal	60,927	0	0	0	0	60,927
Residential mortgage						
First lien	121,707	0	220	3,334	19	125,280
Home equity - term	19,521	0	0	109	0	19,630
Home equity - Lines of credit	78,738	15	8	61	0	78,822
Installment and other loans	5,662	0	0	0	0	5,662
	<b>\$ 601,697</b>	<b>\$ 25,341</b>	<b>\$ 25,703</b>	<b>\$ 19,966</b>	<b>\$ 575</b>	<b>\$ 673,282</b>

**December 31, 2013**

Commercial real estate						
Owner-occupied	\$ 92,063	\$ 3,305	\$ 11,360	\$ 4,107	\$ 455	\$ 111,290
Non-owner occupied	107,113	6,904	14,819	7,117	0	135,953
Multi-family	20,091	2,132	337	322	0	22,882
Non-owner occupied residential	42,007	4,982	3,790	4,493	0	55,272
Acquisition and development:						
1-4 family residential construction	3,292	0	46	0	0	3,338
Commercial and land development	14,118	1,433	712	3,177	0	19,440
Commercial and industrial	28,933	2,129	383	1,878	123	33,446
Municipal	60,996	0	0	0	0	60,996
Residential mortgage						
First lien	121,353	0	0	3,327	48	124,728
Home equity - term	20,024	0	0	94	13	20,131
Home equity - Lines of credit	77,187	0	9	181	0	77,377
Installment and other loans	6,184	0	0	0	0	6,184
	<b>\$ 593,361</b>	<b>\$ 20,885</b>	<b>\$ 31,456</b>	<b>\$ 24,696</b>	<b>\$ 639</b>	<b>\$ 671,037</b>

Potential problem loans are defined as performing loans, which have characteristics that cause management to have concerns as to the ability of the borrower to perform under present loan repayment terms and which may result in the

reporting of these loans as non-performing loans in the future. Generally, management feels that Substandard loans that are currently performing and not considered impaired, result in some doubt as to the borrower's ability to continue to perform under the terms of the loan, and represent potential problem loans. Additionally, the Special Mention classification is intended to be a temporary classification, and is reflective of loans that have potential weaknesses that may, if not monitored or corrected, weaken the asset or inadequately protect the Bank's position at some future date.

Special Mention loans represent an elevated risk, but their weakness does not yet justify a more severe, or classified rating. These loans require follow-up by lenders on the information that may cause the potential weakness, and once resolved, the loan classification may be downgraded to Substandard, or alternatively, could be upgraded to Pass.

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Activity in the allowance for loan losses for the three months ended March 31, 2014 and 2013 is as follows:

<i>(Dollars in thousands)</i>	Commercial				Total	Consumer		Total	Unallocated	Total
	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Municipal		Residential Mortgage	and Other Installment			
<b>March 31, 2014</b>										
Balance, beginning of period	\$ 13,215	\$ 670	\$ 864	\$ 244	\$ 14,993	\$ 3,780	\$ 124	\$ 3,904	\$ 2,068	\$ 20,965
Provision for loan losses	738	(196)	60	0	602	(481)	44	(437)	(165)	0
Charge-offs	(259)	0	(9)	0	(268)	(193)	(67)	(260)	0	(528)
Recoveries	25	0	4	0	29	6	25	31	0	60
Balance, end of period	\$ 13,719	\$ 474	\$ 919	\$ 244	\$ 15,356	\$ 3,112	\$ 126	\$ 3,238	\$ 1,903	\$ 20,497
<b>March 31, 2013</b>										
Balance, beginning of period	\$ 13,719	\$ 3,502	\$ 1,635	\$ 223	\$ 19,079	\$ 2,275	\$ 85	\$ 2,360	\$ 1,727	\$ 23,166
Provision for loan losses	(473)	(746)	(292)	62	(1,449)	1,145	31	1,176	273	0
Charge-offs	(1,142)	(145)	0	0	(1,287)	(38)	(20)	(58)	0	(1,345)
Recoveries	61	3	10	0	74	6	16	22	0	96
Balance, end of period	\$ 12,165	\$ 2,614	\$ 1,353	\$ 285	\$ 16,417	\$ 3,388	\$ 112	\$ 3,500	\$ 2,000	\$ 21,917

The allowance for loan losses totaled \$20,497,000 at March 31, 2014, a \$468,000 decline from December 31, 2013. As of March 31, 2014, the allowance for loan losses to total loans was 3.04% compared to 3.12% as of December 31, 2013, and the allowance for loan losses to nonaccrual loans and restructured loans still accruing improved from 82.8% at December 31, 2013 to 102.0% at March 31, 2014. The increase in the coverage ratio of nonaccrual and restructured loans reflects lower levels of risk assets, particularly the significant decrease in non-accrual loans discussed above.

A summary of relevant asset quality ratios for the three months ended March 31, 2014 and 2013 are as follows:

	March 31, 2014	March 31, 2013
Ratio of net charge-offs to average loans outstanding (annualized)	0.3%	0.7%
Provision for loan losses to net charge-offs	0.0%	0.0%

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Net charge-offs were \$468,000 for the three months ended March 31, 2014, compared to \$1,249,000 for the same period in 2013. The lower levels of charge-offs in 2014 significantly decreased the annualized ratio of charge-offs to average loans outstanding and reduced the provision for loan losses to charge-off ratio. The majority of the charge-offs remain in the non owner-occupied commercial real estate, owner-occupied commercial real estate and commercial and land development loan portfolios.

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The following summarizes the ending loan balance individually or collectively evaluated for impairment based upon loan type, as well as the allowance for loan loss allocation for each at March 31, 2014 and December 31, 2013.

	Commercial Real Estate	Commercial Acquisition and Development	Commercial and Industrial	Municipal	Total	Residential Mortgage	Consumer Installment and Other	Total	Unallocated	Total
<i>(dollars in thousands)</i>										
<b>March 31, 2014</b>										
Loans allocated by:										
Individually evaluated impairment	\$ 13,443	\$ 1,399	\$ 2,176	\$ 0	\$ 17,018	\$ 3,523	\$ 0	\$ 3,523	\$ 0	\$ 20,541
Collectively evaluated impairment	312,584	19,389	33,970	60,927	426,870	220,209	5,662	225,871	0	652,741
	\$ 326,027	\$ 20,788	\$ 36,146	\$ 60,927	\$ 443,888	\$ 223,732	\$ 5,662	\$ 229,394	\$ 0	\$ 673,282
Allowance for loan losses allocated by:										
Individually evaluated impairment	\$ 433	\$ 0	\$ 0	\$ 0	\$ 433	\$ 0	\$ 0	\$ 0	\$ 0	\$ 433
Collectively evaluated impairment	13,286	474	919	244	14,923	3,112	126	3,238	1,903	20,000
	\$ 13,719	\$ 474	\$ 919	\$ 244	\$ 15,356	\$ 3,112	\$ 126	\$ 3,238	\$ 1,903	\$ 20,490
<b>December 31, 2013</b>										
Loans allocated by:										
Individually evaluated impairment	\$ 16,494	\$ 3,177	\$ 2,001	\$ 0	\$ 21,672	\$ 3,663	\$ 0	\$ 3,663	\$ 0	\$ 25,335
Collectively evaluated impairment	308,903	19,601	31,445	60,996	420,945	218,573	6,184	224,757	0	645,702
	\$ 325,397	\$ 22,778	\$ 33,446	\$ 60,996	\$ 442,617	\$ 222,236	\$ 6,184	\$ 228,420	\$ 0	\$ 671,019
Allowance for loan losses allocated by:										
Individually evaluated impairment	\$ 552	\$ 0	\$ 0	\$ 0	\$ 552	\$ 61	\$ 0	\$ 61	\$ 0	\$ 613
Collectively evaluated impairment	12,663	670	864	244	14,441	3,719	124	3,843	2,068	20,350
	\$ 13,215	\$ 670	\$ 864	\$ 244	\$ 14,993	\$ 3,780	\$ 124	\$ 3,904	\$ 2,068	\$ 20,900

The allowance for loan losses allocations presented above represent the reserve allocations on loan balances outstanding at March 31, 2014 and December 31, 2013. In addition to the reserve allocations on impaired loans noted above, approximately 25 loans, with outstanding general ledger principal balances of \$4,610,000, have had cumulative



partial charge-offs to the allowance for loan losses recorded totaling \$2,762,000 at March 31, 2014. As updated appraisals were received on collateral dependent loans, partial charge-offs were taken to the extent the loans' principal balance exceeded their fair value.

Management believes the allocation of the allowance for loan losses between the various loan segments adequately reflects the inherent risk in each portfolio, and is based on the methodology outlined in Note 3 Loans Receivable and Allowance for Loan Losses included in the Notes to the Consolidated Financial Statements. Management re-evaluates and makes certain enhancements to its methodology used to establish a reserve to better reflect the risks inherent in the different segments of the portfolio, particularly in light of increased charge-offs, with noticeable differences between the different loan segments. Management believes these enhancements to the allowance for loan losses methodology improve the accuracy of quantifying losses presently inherent in the portfolio. Management charges actual loan losses to the reserve and bases the provision for loan losses on the overall analysis taking the methodology into account.

The unallocated portion of the allowance for loan losses reflects estimated inherent losses within the portfolio that have not been detected. This reserve results due to risk of error in the specific and general reserve allocation, other potential exposure in the loan portfolio, variances in management's assessment of national and local economic conditions and other factors management believes appropriate at the time. The unallocated portion of the allowance has decreased from \$2,068,000 at December 31, 2013 to \$1,903,000 at March 31, 2014 and represents 9.3% of the entire allowance for loan losses balance at March 31, 2014, down slightly from 9.9% at December 31, 2013.

While management believes the Company's allowance for loan losses is adequate based on information currently available, future adjustments, including additional provisions for loan losses or the reversal of amounts previously provided, to the reserve and enhancements to the methodology may be necessary due to changes in economic conditions, regulatory guidance, or management's assumptions as to future delinquencies or loss rates.

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**Capital Adequacy and Regulatory Matters**

*Capital Resources.* The management of capital in a regulated financial services industry must properly balance return on equity to its stockholders while maintaining sufficient levels of capital and related risk-based regulatory capital ratios to satisfy statutory regulatory requirements. The Company's capital management strategies have historically been developed to provide attractive rates of returns to its shareholders, while maintaining a well capitalized position of regulatory strength.

Total shareholders' equity increased \$4,813,000 from \$91,439,000 at December 31, 2013 to \$96,252,000 at March 31, 2014. The primary reason for the increase in shareholders' equity was the \$1,978,000 net income for the quarter ended, combined with a \$2,776,000 increase in accumulated other comprehensive income (loss).

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. Although applicable to the Bank, prompt corrective action provisions are not applicable to bank holding companies, including financial holding companies.

*Capital Adequacy.* In the determination of Tier 1 and Total risk based capital, generally accumulated other comprehensive income (loss) is excluded from capital, as are intangible assets, a portion of mortgage servicing rights and deferred tax assets that is dependent on future taxable income greater than one year from the reporting date. As of March 31, 2014 and December 31, 2013, the Company provided a full valuation allowance on its deferred tax asset, which reduced the deferred tax asset, excluding other comprehensive income items, to zero.

The allowance for credit losses, including the allowance for loan losses and reserve for off-balance sheet credit commitments, is included as Tier 2 capital to the extent it does not exceed 1.25% of risk weighted assets. The amount that exceeds 1.25% of risk weighted assets, is disallowed as Tier 2 capital, but also reduces the Company's risk weighted assets. As of March 31, 2014 and December 31, 2013, \$11,996,000 and \$12,598,000 of the allowance for credit losses was excluded from Tier 2 capital.

In March 2012, the Company and the Bank entered into a Written Agreement with the Federal Reserve Bank and the Bank entered into a Consent Order with the PDB. The Consent Order with the PDB has subsequently been terminated and replaced with an MOU, which contains similar provisions pertaining to capital. In accordance therewith, the Bank has filed a confidential Capital Plan with each of those banking regulators.

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*Regulatory Capital.* As of March 31, 2014 and December 31, 2013, the Bank was considered well capitalized under applicable banking regulations. The Company's and the Bank's capital ratios as of March 31, 2014 and December 31, 2013 were as follows:

<i>(Dollars in thousands)</i>	Actual		Minimum Capital Requirement		Minimum to Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>March 31, 2014</b>						
Total capital to risk weighted assets						
Orrstown Financial Services, Inc.	\$ 106,746	15.1%	\$ 56,382	8.0%	n/a	n/a
Orrstown Bank	105,081	14.9%	56,350	8.0%	\$ 70,437	10.0%
Tier 1 capital to risk weighted assets						
Orrstown Financial Services, Inc.	97,786	13.9%	28,191	4.0%	n/a	n/a
Orrstown Bank	96,127	13.6%	28,175	4.0%	42,262	6.0%
Tier 1 capital to average assets						
Orrstown Financial Services, Inc.	97,786	8.4%	46,385	4.0%	n/a	n/a
Orrstown Bank	96,127	8.3%	46,367	4.0%	57,958	5.0%
<b>December 31, 2013</b>						
Total capital to risk weighted assets						
Orrstown Financial Services, Inc.	\$ 104,637	15.0%	\$ 55,926	8.0%	n/a	n/a
Orrstown Bank	102,806	14.7%	55,893	8.0%	\$ 69,866	10.0%
Tier 1 capital to risk weighted assets						
Orrstown Financial Services, Inc.	95,741	13.7%	27,963	4.0%	n/a	n/a
Orrstown Bank	93,915	13.4%	27,947	4.0%	41,920	6.0%
Tier 1 capital to average assets						
Orrstown Financial Services, Inc.	95,741	8.1%	47,058	4.0%	n/a	n/a
Orrstown Bank	93,915	8.0%	47,077	4.0%	58,846	5.0%

As noted above, the Bank's capital ratios exceed the regulatory minimums to be considered well capitalized under applicable banking regulations. The Company routinely evaluates its capital levels in light of its risk profile to assess its capital needs.

On January 8, 2013, the Company filed a shelf registration statement on Form S-3 with the Commission, covering up to an aggregate of \$80,000,000 worth of common stock, preferred stock, and warrants. To date, the Company has not issued any of the securities registered under this shelf registration statement.

In October 2011, the Company announced it had discontinued its quarterly dividend, which was the result of regulatory guidance from the Federal Reserve Bank. Due to the regulatory restrictions included in the Written Agreement and the MOU with the respective regulators, the Company is restricted from paying any dividends or repurchasing any stock without prior regulatory approval. Accordingly, there can be no assurance that we will be permitted to pay a cash dividend or conduct any stock repurchases in the near future.

*Basel III Capital Rules.* In July 2013, the Company and Bank's primary federal regulator, the FRB, approved final rules (the Basel III Capital Rules) establishing a new comprehensive capital framework for U.S. banking organizations, including community banks, which also incorporate provisions of the Dodd-Frank Act. The Basel III Capital Rules substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions, including the Company and Bank, compared to existing U.S. risk-based capital rules. The Basel III Capital Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios, addresses risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios and replace the current risk-weighting approach. The Basel III Capital Rules are effective for the Company and Bank on January 1, 2015 (subject to a phase-in period).

The Basel III Capital Rules, among other things, (i) introduce a new capital measure called Common Equity Tier 1 (CET1), (ii) specify that Tier 1 capital consist of CET1 and Additional Tier 1 capital instruments meeting specified requirements, (iii) define CET1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expand the scope of the deductions/adjustments from capital as compared to existing regulations.

When fully phased in on January 1, 2019, the Basel III Capital Rules will require the Company and Bank to maintain (i) a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% capital conservation buffer (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7% upon full implementation), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation), (iii) a minimum ratio of Total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation) and (iv) a minimum leverage ratio of 4%, calculated as the ratio of Tier 1 capital to average assets.

The aforementioned capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) may face constraints on dividends, equity repurchases and discretionary bonuses to executive officers based on the amount of the shortfall.

Under the Basel III Capital Rules, the initial minimum capital ratios as of January 1, 2015 will be as follows:

4.5% CET1 to risk-weighted assets;

6.0% Tier 1 capital to risk-weighted assets; and

8.0% Total capital to risk-weighted assets.

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The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Under current capital standards, the effects of accumulated other comprehensive income items included in capital are excluded for the purposes of determining regulatory capital ratios. Under the Basel III Capital Rules, the effects of certain accumulated other comprehensive items are not excluded; however the Company and Bank, may make a one-time permanent election to continue to exclude these items. The Company and Bank are still evaluating the benefits and limitations of making this election, and have not yet concluded if they will take advantage of the election. **[Confirm]**

Implementation of the deductions and other adjustments to CET1 will begin on January 1, 2015 and will be phased-in over a 4-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter until fully phased-in at January 1, 2018). The implementation of the capital conservation buffer will begin on January 1, 2016 at the 0.625% level and be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

With respect to the Bank, the Basel III Capital Rules also revise the prompt corrective action regulations pursuant to Section 38 of the Federal Deposit Insurance Act, by (i) introducing a CET1 ratio requirement at each level (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category (other than critically undercapitalized), with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to the current 6%), and (iii) eliminating the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3% leverage ratio and still be adequately capitalized. The Basel III Capital Rules do not change the total risk-based capital requirement for any prompt corrective action category.

The Basel III Capital Rules prescribe a standardized approach for risk weightings that expand the risk-weighting categories from the current four categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Significant changes to current rules that will impact the Company's determination of risk-weighted assets include, among other things:

Applying a 150% risk weight for certain high volatility commercial real estate acquisition, development and construction loans, compared to 100% risk weight currently in place;

Assigning a 150% risk weight to exposures (other than residential mortgage exposures) that are 90 days past due or in nonaccrual status, compared to 100% risk weight currently in place; and

Providing for a 20% credit conversion factor for the unused portion of a commitment with an original maturity of one year or less that is not unconditionally cancellable, compared to 0% currently in place.

Management is currently evaluating the impact that the Basel III Capital Rules, on a fully phased-in basis, will have on our capital levels. Management anticipates that it will be in compliance with the phased in rules.

**Liquidity**

The primary function of asset/liability management is to ensure adequate liquidity and manage the Company's sensitivity to changing interest rates. Liquidity management involves the ability to meet the cash flow requirements of customers who may be either depositors wanting to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs. Our primary sources of funds consist of deposit inflows, loan repayments, maturities and sales of investment securities, the sale of mortgage loans and borrowings from the Federal Home Loan Bank of Pittsburgh. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition.

We regularly adjust our investments in liquid assets based upon our assessment of (1) expected loan demand, (2) expected deposit flows, (3) yields available on interest-earning deposits and securities and (4) the objectives of our asset/liability management policy.

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

Market risk is defined as the exposure to interest rate risk, foreign currency exchange rate risk, commodity price risk, and other relevant market rate or price risks. For domestic banks, including the Company, the majority of market risk is related to interest rate risk.

Interest rate sensitivity management requires the maintenance of an appropriate balance between interest sensitive assets and liabilities. Management, through its ALCO process, attempts to manage the level of repricing and maturity mismatch so that fluctuations in net interest income is maintained within policy limits in current and expected market conditions. The Company has consistently followed a strategy of pricing assets and liabilities according to prevailing market rates. Rate spreads will be sacrificed at times in order to enable the sensitivity position to stay within the guidelines called for by asset/liability management policy. Investment and pricing decisions are made using both liquidity and sensitivity analyses as tools. Rate sensitivity is measured by monthly gap analysis, quarterly rate shocks, and periodic simulation.

There have been no material changes to the Company's Risk Sensitive Assets (RSA) to Risk Sensitive Liabilities (RSL) ratio at March 31, 2014 from the information presented in the 2013 Annual Report on Form 10-K.

Management closely monitors the fiscal and monetary policies of our government and acts in anticipation of changes in order to maintain a healthy earning asset interest bearing liabilities balance.

### **Item 4. Controls and Procedures**

#### **(a) Evaluation of Disclosure Controls and Procedures**

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of March 31, 2014. Based on such evaluation, such officers have concluded that the Company's disclosure controls and procedures were designed and functioning effectively, as of March 31, 2014, to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

(b) Changes in Internal Control Over Financial Reporting

No change in the Company's internal control over financial reporting occurred during the fiscal quarter ended March 31, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.



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**Table of Contents****PART II OTHER INFORMATION****Item 1 Legal Proceedings**

The nature of Orrstown Financial Services, Inc.'s business generates a certain amount of litigation involving matters arising out of the ordinary course of business. Except as described in Note 9, Contingencies to the Notes to the Consolidated Financial Statements, which information is incorporated herein by reference, in the opinion of management, there are no legal proceedings that might have a material effect on the results of operations, liquidity, or the financial position of the Company at this time.

**Item 1A Risk Factors**

There have been no material changes from the risk factors as disclosed in the Annual Report on Form 10-K for the year ended December 31, 2013, with the exception that the risk factors entitled *The Company is subject to restrictions and conditions of formal agreements issued by the Federal Reserve Bank of Philadelphia and the Pennsylvania Department of Banking. Failure to comply with these formal agreements could result in additional enforcement action against us, including the imposition of monetary penalties.* *The Company may not be able to pay any cash dividends or conduct any stock repurchases for the foreseeable future* and *The Company is a holding company dependent for liquidity on payments from the Bank, its sole subsidiary, which is subject to restrictions* are hereby deleted and replaced with the following risk factors, respectively:

***The Company and the Bank are subject to restrictions and conditions imposed by the Written Agreement issued by the Federal Reserve Bank of Philadelphia and the Bank is subject to restrictions and conditions contained in the Memorandum of Understanding with the Pennsylvania Department of Banking and Securities. Failure to comply with the terms of these agreements could result in additional enforcement action against us, including the imposition of monetary penalties.***

In March 2012, the Company and the Bank entered into a Written Agreement with the Federal Reserve Bank of Philadelphia, and in April 2014, the Bank entered into a Memorandum of Understanding with the Pennsylvania Department of Banking and Securities (an informal regulatory action, which replaced the corrective action requirements contained in the Consent Order, which was lifted). The Written Agreement and MOU require the Company and the Bank to discontinue a number of practices and to take a number of actions. In particular, we agreed with the Federal Reserve Bank to, among other things, prepare and submit plans regarding: (i) strengthening of credit risk management practices and underwriting, (ii) the repayment or disposition of properties classified as OREO and nonperforming or criticized assets, (iii) the allowance for loan loss methodology, (iv) capital, and (v) a management review. The MOU requires the Bank to, among other things, (i) provide a business/strategic plan covering a three year period; (ii) a Profit and Budget Plan and certain capital plans; and (iii) a written plan for the continued reduction of adversely classified assets. The Bank must also continue to take steps necessary, consistent and with sound banking practices, to eliminate and /or correct all deficiencies cited by its regulators.

Both agreements place restrictions on extending, renewing, or restructuring any credit to or for the benefit of certain borrowers whose loans have been criticized by regulators and require the submission of a written plan to strengthen Board oversight of management and Bank operations. Both agreements also restrict the ability of the Company and the Bank to pay dividends, repurchase stock or incur indebtedness without prior regulatory approval. We intend to fully comply with the Written Agreement and the MOU. However, if we fail to comply, the Federal Reserve Bank and/or the PDB could take additional enforcement action against the Company or the Bank. Possible enforcement actions could include the issuance of a cease and desist order that could be judicially enforced, the re-entry into a consent order with the PDB, the imposition of civil monetary penalties, the issuance of directives to increase capital or

to enter into a strategic transaction, whether by merger or otherwise, with a third party, the appointment of a conservator or receiver, the termination of insurance of deposits, the issuance of removal and prohibition orders against institution-affiliated parties and the enforcement of such actions through injunctions or restraining orders. Any remedial measure or further enforcement action, whether formal or informal, could impose restrictions on our ability to operate our business, harm our reputation and our ability to retain and attract customers, adversely affect our business, prospects, financial condition or results of operations and impact the trading price of our common stock.

We have incurred and expect to continue to incur additional regulatory compliance expenses in connection with these agreements. Such additional regulatory compliance costs could have an adverse impact on our results of operations and financial condition. In addition, deviations from our business plan will likely have to be approved by the regulators, which could limit our ability to make any changes to our business. This could negatively impact the scope and flexibility of our business activities.

*The Company may not be able to pay any cash dividends or conduct any stock repurchases for the foreseeable future.*

The Company is a bank holding company regulated by the FRB. In October 2011, the Company announced it had discontinued its quarterly dividend, which was the result of regulatory guidance from the FRB indicating that the Company's dividend application would not be approved. Due to subsequent regulatory restrictions included in the Written Agreement and the MOU with our regulators discussed above, the Company is restricted from paying any dividends or repurchasing any stock without prior regulatory approval. Accordingly, we do not anticipate being able to pay any cash dividends or conducting any stock repurchases until such time as the agreements are lifted.

*The Company is a holding company dependent for liquidity on payments from the Bank, its sole subsidiary, which is subject to restrictions.*

The Company is a holding company and depends on dividends, distributions and other payments from the Bank to fund dividend payments, if permitted, and to fund all payments on obligations. The Bank is subject to laws that restrict dividend payments or authorize regulatory bodies to block or reduce the flow of funds from it to us. Pursuant to the terms of the Written Agreement and the MOU, as discussed above, any dividend or similar payment from the Bank to us may only be made with prior regulatory approval. In addition, our right to participate in a distribution of assets upon the Bank's liquidation or reorganization is subject to the prior claims of the Bank's creditors.

## **Item 2 Unregistered Sales of Equity Securities and Use of Proceeds**

For the quarter ended March 31, 2014, there were no repurchases of common equity securities by the Company under the announced Stock Repurchase Plan. In connection with the written Agreement and the MOU, the Company's Stock Repurchase Plan has been suspended, and the Company does not expect to repurchase shares in the foreseeable future.

The Company did not sell any unregistered securities during the quarter ended March 31, 2014.

## **Item 3 Defaults Upon Senior Securities**

Not applicable

## **Item 4 Mine Safety Disclosures**

Not applicable

## **Item 5 Other Information**

None

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**Item 6 Exhibits**

- 3.1 Articles of Incorporation as amended, incorporated by reference to Exhibit 3.1 of the Registrant's Report on Form 8-K filed on January 29, 2010.
- 3.2 By-laws as amended, incorporated by reference to Exhibit 3.1 to the Registrant's Report on Form 8-K filed March 1, 2013.
- 4.1 Specimen Common Stock Certificate, incorporated by reference to the Registrant's Registration Statement on Form S-3 filed February 8, 2010 (File No. 333-164780).
- 31.1 Rule 13a-14(a)/15d-14(a) Certification (Principal Executive Officer)
- 31.2 Rule 13a-14(a)/15d-14(a) Certifications (Principal Financial Officer)
- 32.1 Section 1350 Certifications (Principal Executive Officer)
- 32.2 Section 1350 Certifications (Principal Financial Officer)
- 101.LAB XBRL Taxonomy Extension Label Linkbase \*
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase \*
- 101.INS XBRL Instance Document \*
- 101.SCH XBRL Taxonomy Extension Schema \*
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase \*
- 101.DEF XBRL Taxonomy Extension Definition Linkbase \*

\* Attached as Exhibit 101 to this Form 10-Q are documents formatted in XBRL (Extensive Business Reporting Language).

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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.

/s/ Thomas R. Quinn, Jr.  
Thomas R. Quinn, Jr.  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ David P. Boyle  
David P. Boyle  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: May 9, 2014

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ORRSTOWN FINANCIAL SERVICES, INC. AND SUBSIDIARIES

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All other exhibits for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

\* Attached as Exhibits 101 to this Form 10-Q are documents formatted in XBRL (Extensive Business Reporting Language).