AUBURN NATIONAL BANCORPORATION, INC
Form 10-Q
October 31, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the quarterly period ended September 30, 2014

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period ________ to ________

Commission File Number: 0-26486

Auburn National Bancorporation, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**63-0885779**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 N. Gay Street

Auburn, Alabama 36830

(334) 821-9200

(Address and telephone number of principal executive offices)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x 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 large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer ¨	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company x

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

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

Class	Outstanding at October 31, 2014
Common Stock, $0.01 par value per share	3,643,328 shares

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

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PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

(Unaudited)

(Dollars in thousands, except share data)	**September 30, 2014**	**December 31, 2013**
Assets:		
Cash and due from banks	$ 13,118	$ 13,437
Federal funds sold	57,970	26,965
Interest bearing bank deposits	12,178	13,820
Cash and cash equivalents	83,266	54,222
Securities available-for-sale	264,827	271,219
Loans held for sale	3,521	2,296
Loans, net of unearned income	394,602	383,339
Allowance for loan losses	(4,754)	(5,268)
Loans, net	389,848	378,071
Premises and equipment, net	10,175	10,442
Bank-owned life insurance	17,878	17,503
Other real estate owned	1,215	3,884
Other assets	10,406	13,706
Total assets	$ 781,136	$ 751,343
Liabilities:		
Deposits:		
Noninterest-bearing	$ 127,472	$ 125,740
Interest-bearing	553,291	543,104
Total deposits	680,763	668,844
Federal funds purchased and securities sold under agreements to repurchase	4,334	3,363
Long-term debt	12,217	12,217
Accrued expenses and other liabilities	10,629	2,434
Total liabilities	707,943	686,858
Stockholders equity:		
Preferred stock of $.01 par value; authorized 200,000 shares; no issued shares		
Common stock of $.01 par value; authorized 8,500,000 shares; issued 3,957,135 shares	39	39
Additional paid-in capital	3,763	3,759
Retained earnings	75,080	71,879
Accumulated other comprehensive income (loss), net	950	(4,552)
	(6,639)	(6,640)

Less treasury stock, at cost - 313,807 shares and 314,017 shares at September 30, 2014 and December 31, 2013, respectively				
Total stockholders equity		73,193		64,485
Total liabilities and stockholders equity	$	781,136	$	751,343

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Earnings

(Unaudited)

(In thousands, except share and per share data)	Quarter ended September 30, 2014	Quarter ended September 30, 2013	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Interest income:				
Loans, including fees	$ 4,953	$ 5,104	$ 14,509	$ 15,656
Securities:				
Taxable	1,171	1,030	3,561	2,803
Tax-exempt	622	683	1,856	2,133
Federal funds sold and interest bearing bank deposits	33	39	105	99
Total interest income	6,779	6,856	20,031	20,691
Interest expense:				
Deposits	1,221	1,344	3,733	4,097
Short-term borrowings	5	3	14	10
Long-term debt	105	239	313	941
Total interest expense	1,331	1,586	4,060	5,048
Net interest income	5,448	5,270	15,971	15,643
Provision for loan losses	300		(100)	400
Net interest income after provision for loan losses	5,148	5,270	16,071	15,243
Noninterest income:				
Service charges on deposit accounts	228	224	660	707
Mortgage lending	534	750	1,268	2,397
Bank-owned life insurance	124	93	375	289
Other	366	365	1,081	1,086
Securities (losses) gains, net:				
Realized (losses) gains, net	(235)		(197)	679
Total other-than-temporary impairments			(333)	
Total securities (losses) gains, net	(235)		(530)	679
Total noninterest income	1,017	1,432	2,854	5,158
Noninterest expense:				
Salaries and benefits	2,199	2,139	6,701	6,503
Net occupancy and equipment	346	346	1,039	1,010
Professional fees	204	197	635	582
FDIC and other regulatory assessments	125	130	399	467
Other real estate owned, net	(237)	68	(181)	111
Prepayment penalties on long-term debt		541		2,012
Other	947	853	2,731	2,539
Total noninterest expense	3,584	4,274	11,324	13,224

Earnings before income taxes	2,581	2,428	7,601	7,177
Income tax expense	709	636	2,049	1,789
Net earnings	$ 1,872	$ 1,792	$ 5,552	$ 5,388
Net earnings per share:				
Basic and diluted	$ 0.51	$ 0.49	$ 1.52	$ 1.48
Weighted average shares outstanding:				
Basic and diluted	3,643,328	3,643,028	3,643,262	3,642,967

See accompanying notes to consolidated financial statements

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

(Unaudited)

	Quarter ended September 30,		Nine months ended September 30,	
(Dollars in thousands)	**2014**	**2013**	**2014**	**2013**
Net earnings	$ 1,872	$ 1,792	$ 5,552	$ 5,388
Other comprehensive (loss) income, net of tax:				
Unrealized net holding (loss) gain on securities	(335)	(433)	5,167	(7,010)
Reclassification adjustment for net loss (gain) on securities recognized in net earnings	149		335	(428)
Other comprehensive (loss) income	(186)	(433)	5,502	(7,438)
Comprehensive income (loss)	$ 1,686	$ 1,359	$ 11,054	$ (2,050)

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders Equity

(Unaudited)

(Dollars in thousands, except share data)	Common Stock Shares	Common Stock Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Treasury stock	Total
Balance, December 31, 2012	3,957,135	$ 39	$ 3,756	$ 67,821	$ 5,174	$ (6,641)	$ 70,149
Net earnings				5,388			5,388
Other comprehensive loss					(7,438)		(7,438)
Cash dividends paid ($0.63 per share)				(2,294)			(2,294)
Sale of treasury stock (155 shares)			2				2
Balance, September 30, 2013	3,957,135	$ 39	$ 3,758	$ 70,915	$ (2,264)	$ (6,641)	$ 65,807
Balance, December 31, 2013	3,957,135	$ 39	$ 3,759	$ 71,879	$ (4,552)	$ (6,640)	$ 64,485
Net earnings				5,552			5,552
Other comprehensive income					5,502		5,502
Cash dividends paid ($0.645 per share)				(2,351)			(2,351)
Sale of treasury stock (210 shares)			4			1	5
Balance, September 30, 2014	3,957,135	$ 39	$ 3,763	$ 75,080	$ 950	$ (6,639)	$ 73,193

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)	Nine months ended September 30, 2014	2013
Cash flows from operating activities:		
Net earnings	$ 5,552	$ 5,388
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Provision for loan losses	(100)	400
Depreciation and amortization	557	639
Premium amortization and discount accretion, net	1,150	1,620
Net loss (gain) on securities available-for-sale	530	(679)
Net gain on sale of loans held for sale	(880)	(1,693)
Increase (decrease) in MSR valuation allowance	31	(373)
Net (gain) loss on other real estate owned	(204)	13
Loss on prepayment of long-term debt		2,012
Loans originated for sale	(44,185)	(80,169)
Proceeds from sale of loans	43,469	81,689
Increase in cash surrender value of bank owned life insurance	(375)	(289)
Net (increase) decrease in other assets	(82)	2,392
Net increase in accrued expenses and other liabilities	8,200	455
Net cash provided by operating activities	13,663	11,405
Cash flows from investing activities:		
Proceeds from sales of securities available-for-sale	37,132	38,614
Proceeds from maturities of securities available-for-sale	47,241	48,588
Purchase of securities available-for-sale	(70,943)	(99,923)
(Increase) decrease in loans, net	(12,126)	14,033
Net purchases of premises and equipment	(19)	(516)
Decrease in FHLB stock	235	1,153
Proceeds from sale of other real estate owned	3,322	2,599
Net cash provided by investing activities	4,842	4,548
Cash flows from financing activities:		
Net increase in noninterest-bearing deposits	1,732	951
Net increase in interest-bearing deposits	10,187	12,653
Net increase in federal funds purchased and securities sold under agreements to repurchase	971	54
Repayments or retirement of long-term debt		(27,012)
Dividends paid	(2,351)	(2,294)
Net cash provided by (used in) financing activities	10,539	(15,648)
Net change in cash and cash equivalents	29,044	305
Cash and cash equivalents at beginning of period	54,222	61,949
Cash and cash equivalents at end of period	$ 83,266	$ 62,254

Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 4,125	$ 5,228
Income taxes	963	258
Supplemental disclosure of non-cash transactions:		
Real estate acquired through foreclosure	449	2,278

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(Unaudited)

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

Auburn National Bancorporation, Inc. (the Company) provides a full range of banking services to individual and corporate customers in Lee County, Alabama and surrounding counties through its wholly owned subsidiary, AuburnBank (the Bank). The Company does not have any segments other than banking that are considered material.

Basis of Presentation and Use of Estimates

The unaudited consolidated financial statements in this report have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information. Accordingly, these financial statements do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited consolidated financial statements include, in the opinion of management, all adjustments necessary to present a fair statement of the financial position and the results of operations for all periods presented. All such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results of operations that the Company and its subsidiaries may achieve for future interim periods or the entire year. For further information, refer to the consolidated financial statements and footnotes included in the Company s annual report on Form 10-K for the year ended December 31, 2013.

The unaudited consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Auburn National Bancorporation Capital Trust I is an affiliate of the Company and was included in these unaudited consolidated financial statements pursuant to the equity method of accounting. Significant intercompany transactions and accounts are eliminated in consolidation.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the balance sheet date 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 in the near term include other-than-temporary impairment on investment securities, the determination of the allowance for loan losses, fair value of financial instruments, and the valuation of deferred tax assets and other real estate owned.

Reclassifications

Certain amounts reported in prior periods have been reclassified to conform to the current-period presentation. These reclassifications had no impact on the Company s previously reported net earnings or total stockholders equity.

Subsequent Events

The Company has evaluated the effects of events and transactions through the date of this filing that have occurred subsequent to September 30, 2014. The Company does not believe there were any material subsequent events during this period that would have required further recognition or disclosure in the unaudited consolidated financial statements included in this report.

Accounting Developments

In the first quarter of 2014, the Company adopted new guidance related to the following Accounting Standards Update (Update or ASU):

ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.*

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Information about this pronouncement is described in more detail below.

ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists,* is expected to eliminate diversity in practice as it provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss (NOL) carryforward, a similar tax loss, or a tax credit carryforward exists. The changes were effective for the Company during the first quarter of 2014. Adoption of this ASU had no impact on the financial statements of the Company.

NOTE 2: BASIC AND DILUTED EARNINGS PER SHARE

Basic net earnings per share is computed by dividing net earnings by the weighted average common shares outstanding for the respective period. Diluted net earnings per share reflect the potential dilution that could occur upon exercise of securities or other rights for, or convertible into, shares of the Company s common stock. At September 30, 2014 and 2013, respectively, the Company had no such securities or rights issued or outstanding, and therefore, no dilutive effect to consider for the diluted earnings per share calculation.

The basic and diluted earnings per share computations for the respective periods are presented below.

(In thousands, except share and per share data)	**Quarter ended September 30, 2014**	**2013**	**Nine months ended September 30, 2014**	**2013**
Basic and diluted:				
Net earnings	$ 1,872	$ 1,792	$ 5,552	$ 5,388
Weighted average common shares outstanding	3,643,328	3,643,028	3,643,262	3,642,967
Earnings per share	$ 0.51	$ 0.49	$ 1.52	$ 1.48

NOTE 3: VARIABLE INTEREST ENTITIES

Generally, a variable interest entity (VIE) is a corporation, partnership, trust or other legal structure that does not have equity investors with substantive or proportional voting rights or has equity investors that do not provide sufficient financial resources for the entity to support its activities.

At September 30, 2014, the Company did not have any consolidated VIEs to disclose but did have one nonconsolidated VIE, discussed below.

Trust Preferred Securities

The Company owns the common stock of a subsidiary business trust, Auburn National Bancorporation Capital Trust I, which issued mandatorily redeemable preferred capital securities (trust preferred securities) in the aggregate of approximately $7.0 million at the time of issuance. This trust meets the definition of a VIE of which the Company is not the primary beneficiary; the trust s only assets are junior subordinated debentures issued by the Company, which were acquired by the trust using the proceeds from the issuance of the trust preferred securities and common stock. The junior subordinated debentures of approximately $7.2 million are included in long-term debt and the Company s equity interest of $0.2 million in the business trust is included in other assets. Interest expense on the junior subordinated debentures is included in interest expense on long-term debt.

The following table summarizes VIEs that are not consolidated by the Company as of September 30, 2014.

(Dollars in thousands)	**Maximum Loss Exposure**	**Liability Recognized**	**Classification**
Type:			
Trust preferred issuances	N/A	$ 7,217	Long-term debt

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NOTE 4: SECURITIES

At September 30, 2014 and December 31, 2013, respectively, all securities within the scope of ASC 320, *Investments Debt and Equity Securities,* were classified as available-for-sale. The fair value and amortized cost for securities available-for-sale by contractual maturity at September 30, 2014 and December 31, 2013, respectively, are presented below.

(Dollars in thousands)	1 year or less	1 to 5 years	5 to 10 years	After 10 years	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost
September 30, 2014								
Agency obligations (a)	$	25,753	19,682	14,068	59,503	146	1,373	$ 60,730
Agency RMBS (a)			6,958	132,226	139,184	1,064	1,545	139,665
State and political subdivisions		507	16,197	49,436	66,140	3,217	5	62,928
Total available-for-sale	$	26,260	42,837	195,730	264,827	4,427	2,923	$ 263,323
December 31, 2013								
Agency obligations (a)	$		23,247	21,275	44,522		4,557	$ 49,079
Agency RMBS (a)			8,306	154,052	162,358	976	4,733	166,115
State and political subdivisions		1,735	21,366	41,238	64,339	1,560	459	63,238
Total available-for-sale	$	1,735	52,919	216,565	271,219	2,536	9,749	$ 278,432

(a) Includes securities issued by U.S. government agencies or government sponsored entities.

Securities with aggregate fair values of $119.7 million and $120.5 million at September 30, 2014 and December 31, 2013, respectively, were pledged to secure public deposits, securities sold under agreements to repurchase, Federal Home Loan Bank (FHLB) advances, and for other purposes required or permitted by law.

Included in other assets are cost-method investments. The carrying amounts of cost-method investments were $1.6 million and $1.8 million at September 30, 2014 and December 31, 2013, respectively. Cost-method investments primarily include non-marketable equity investments, such as FHLB of Atlanta stock and Federal Reserve Bank (FRB) stock.

Gross Unrealized Losses and Fair Value

The fair values and gross unrealized losses on securities at September 30, 2014 and December 31, 2013, respectively, segregated by those securities that have been in an unrealized loss position for less than 12 months and 12 months or longer, are presented below.

	Less than 12 Months		12 Months or Longer		Total	
(Dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
September 30, 2014:						
Agency obligations	$ 17,494	28	23,609	1,345	$ 41,103	1,373
Agency RMBS	25,730	62	52,358	1,483	78,088	1,545
State and political subdivisions	670	4	769	1	1,439	5
Total	$ 43,894	94	76,736	2,829	$ 120,630	2,923

December 31, 2013:								
Agency obligations	$	35,933	3,182	8,590	1,376	$	44,523	4,558
Agency RMBS		109,774	4,393	7,683	339		117,457	4,732
State and political subdivisions		9,575	459				9,575	459
Total	$	155,282	8,034	16,273	1,715	$	171,555	9,749

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For the securities in the previous table, the Company does not have the intent to sell and has determined it is not more likely than not that the Company will be required to sell the security before recovery of the amortized cost basis, which may be maturity. On a quarterly basis, the Company assesses each security for credit impairment. For debt securities, the Company evaluates, where necessary, whether credit impairment exists by comparing the present value of the expected cash flows to the securities amortized cost basis. For cost-method investments, the Company evaluates whether an event or change in circumstances has occurred during the reporting period that may have a significant adverse effect on the fair value of the investment.

In determining whether a loss is temporary, the Company considers all relevant information including:

- the length of time and the extent to which the fair value has been less than the amortized cost basis;
- adverse conditions specifically related to the security, an industry, or a geographic area (for example, changes in the financial condition of the issuer of the security, or in the case of an asset-backed debt security, in the financial condition of the underlying loan obligors, including changes in technology or the discontinuance of a segment of the business that may affect the future earnings potential of the issuer or underlying loan obligors of the security or changes in the quality of the credit enhancement);
- the historical and implied volatility of the fair value of the security;
- the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future;
- failure of the issuer of the security to make scheduled interest or principal payments;
- any changes to the rating of the security by a rating agency; and
- recoveries or additional declines in fair value subsequent to the balance sheet date.

Agency obligations

The unrealized losses associated with agency obligations were primarily driven by changes in interest rates and not due to the credit quality of the securities. These securities were issued by U.S. government agencies or government-sponsored entities and did not have any credit losses given the explicit government guarantee or other government support.

Agency RMBS

The unrealized losses associated with agency residential mortgage-backed securities (RMBS) were primarily driven by changes in interest rates and not due to the credit quality of the securities. These securities were issued by U.S. government agencies or government-sponsored entities and did not have any credit losses given the explicit government guarantee or other government support.

Securities of U.S. states and political subdivisions

The unrealized losses associated with securities of U.S. states and political subdivisions were primarily driven by changes in interest rates and were not due to the credit quality of the securities. Some of these securities are guaranteed by a bond insurer, but management did not rely on the guarantee in making its investment decision. These securities will continue to be monitored as part of the Company s quarterly impairment analysis, but are expected to perform even if the rating agencies reduce the credit rating of the bond insurers. As a result, the Company expects to recover the entire amortized cost basis of these securities.

Cost-method investments

At September 30, 2014, cost-method investments with an aggregate cost of $1.6 million were not evaluated for impairment because the Company did not identify any events or changes in circumstances that may have a significant adverse effect on the fair value of these cost-method investments.

The carrying values of the Company s investment securities could decline in the future if the financial condition of an issuer deteriorates and the Company determines it is probable that it will not recover the entire amortized cost basis for the security. As a result, there is a risk that other-than-temporary impairment charges may occur in the future.

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Other-Than-Temporarily Impaired Securities

The following table presents a roll-forward of the credit loss component of the amortized cost of debt securities that the Company has written down for other-than-temporary impairment and has recognized the credit component of the loss in earnings (referred to as credit-impaired debt securities). Other-than-temporary impairments recognized in earnings for credit-impaired debt securities are presented as additions in two components based upon whether the current period is the first time the debt security was credit-impaired (initial credit impairment) or is not the first time the debt security was credit-impaired (subsequent credit impairments). The credit loss component is reduced if the Company sells, intends to sell, or believes it will be required to sell previously credit-impaired debt securities. Additionally, the credit loss component is reduced if the Company receives cash flows in excess of what it expected to receive over the remaining life of the credit-impaired debt security, the security matures or the security is fully written-down and deemed worthless. Changes in the credit loss component of credit-impaired debt securities for the respective periods are presented below.

(Dollars in thousands)	Quarter ended September 30, 2014	2013	Nine months ended September 30, 2014	2013
Balance, beginning of period Reductions:	$	$ 757	$	$ 1,257
Securities fully written down and deemed worthless				500
Balance, end of period	$	$ 757	$	$ 757

Other-Than-Temporary Impairment

The following table presents details of the other-than-temporary impairment related to securities.

(Dollars in thousands)	Quarter ended September 30, 2014	2013	Nine months ended September 30, 2014	2013
Other-than-temporary impairment charges				
Debt securities:				
Agency RMBS	$	$	$ 333	$
Total debt securities			333	
Total other-than-temporary impairment charges	$	$	$ 333	$
Other-than-temporary impairment on debt securities:				
Recorded as part of gross realized losses:				
Securities with intent to sell			333	
Total other-than-temporary impairment on debt securities	$	$	$ 333	$

Realized Gains and Losses

The following table presents the gross realized gains and losses on sales and other-than-temporary impairment charges related to securities.

(Dollars in thousands)	Quarter ended September 30, 2014	2013	Nine months ended September 30, 2014	2013

Gross realized gains	$	429	$		$	467	$	685
Gross realized losses		(664)				(664)		(6)
Other-than-temporary impairment charges						(333)		
Realized (losses) gains, net	$	(235)	$		$	(530)	$	679

NOTE 5: LOANS AND ALLOWANCE FOR LOAN LOSSES

(In thousands)	September 30, 2014	December 31, 2013
Commercial and industrial	$ 52,868	$ 57,780
Construction and land development	34,189	36,479
Commercial real estate:		
Owner occupied	51,836	56,102
Other	138,241	118,818
Total commercial real estate	190,077	174,920
Residential real estate:		
Consumer mortgage	63,863	57,871
Investment property	42,692	43,835
Total residential real estate	106,555	101,706
Consumer installment	11,535	12,893
Total loans	395,224	383,778
Less: unearned income	(622)	(439)
Loans, net of unearned income	$ 394,602	$ 383,339

Loans secured by real estate were approximately 83.7% of the Company s total loan portfolio at September 30, 2014. At September 30, 2014, the Company s geographic loan distribution was concentrated primarily in Lee County, Alabama and surrounding areas.

In accordance with ASC 310, a portfolio segment is defined as the level at which an entity develops and documents a systematic method for determining its allowance for loan losses. As part of the Company s quarterly assessment of the allowance, the loan portfolio is disaggregated into the following portfolio segments: commercial and industrial, construction and land development, commercial real estate, residential real estate and consumer installment. Where appropriate, the Company s loan portfolio segments are further disaggregated into classes. A class is generally determined based on the initial measurement attribute, risk characteristics of the loan, and an entity s method for monitoring and determining credit risk.

The following describe the risk characteristics relevant to each of the portfolio segments and classes.

Commercial and industrial (C&I) includes loans to finance business operations, equipment purchases, or other needs for small and medium-sized commercial customers. Also included in this category are loans to finance agricultural production. Generally the primary source of repayment is the cash flow from business operations and activities of the borrower.

Construction and land development (C&D) includes both loans and credit lines for the purpose of purchasing, carrying and developing land into commercial developments or residential subdivisions. Also included are loans and lines for construction of residential, multi-family and commercial buildings. Generally the primary source of repayment is dependent upon the sale or refinance of the real estate collateral.

Commercial real estate (CRE) includes loans disaggregated into two classes: (1) owner occupied and (2) other.

Owner occupied includes loans secured by business facilities to finance business operations, equipment and owner-occupied facilities primarily for small and medium-sized commercial customers. Generally the primary source of repayment is the cash flow from business operations and activities of the borrower, who owns the property.

Other primarily includes loans to finance income-producing commercial and multi-family properties that are not owner occupied. Loans in this class include loans for neighborhood retail centers, hotels, medical and professional offices, single retail stores, industrial buildings, warehouses and apartments leased generally to local businesses and residents. Generally the primary source of repayment is dependent upon income generated from the real estate collateral. The underwriting of these loans takes into consideration the occupancy and rental rates, as well as the financial health of the borrower.

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Residential real estate (RRE) includes loans disaggregated into two classes: (1) consumer mortgage and (2) investment property.

Consumer mortgage primarily includes first or second lien mortgages and home equity lines of credit to consumers that are secured by a primary residence or second home. These loans are underwritten in accordance with the Bank s general loan policies and procedures which require, among other things, proper documentation of each borrower s financial condition, satisfactory credit history and property value.

Investment property primarily includes loans to finance income-producing 1-4 family residential properties. Generally the primary source of repayment is dependent upon income generated from leasing the property securing the loan. The underwriting of these loans takes into consideration the rental rates and property value, as well as the financial health of the borrower.

Consumer installment includes loans to individuals both secured by personal property and unsecured. Loans include personal lines of credit, automobile loans, and other retail loans. These loans are underwritten in accordance with the Bank s general loan policies and procedures which require, among other things, proper documentation of each borrower s financial condition, satisfactory credit history, and if applicable, property value.

The following is a summary of current, accruing past due and nonaccrual loans by portfolio segment and class as of September 30, 2014, and December 31, 2013.

(In thousands)	Current	Accruing 30-89 Days Past Due	Accruing Greater than 90 days	Total Accruing Loans	Non-Accrual	Total Loans
September 30, 2014:						
Commercial and industrial	$ 52,567	245		52,812	56	$ 52,868
Construction and land development	33,384	190		33,574	615	34,189
Commercial real estate:						
Owner occupied	51,361	203		51,564	272	51,836
Other	138,031			138,031	210	138,241
Total commercial real estate	189,392	203		189,595	482	190,077
Residential real estate:						
Consumer mortgage	63,537	12	25	63,574	289	63,863
Investment property	42,188	209	51	42,448	244	42,692
Total residential real estate	105,725	221	76	106,022	533	106,555
Consumer installment	11,472	59		11,531	4	11,535
Total	$ 392,540	918	76	393,534	1,690	$ 395,224
December 31, 2013:						
Commercial and industrial	$ 57,558	167		57,725	55	$ 57,780
Construction and land development	34,883	14		34,897	1,582	36,479
Commercial real estate:						
Owner occupied	54,214	861		55,075	1,027	56,102
Other	118,389			118,389	429	118,818
Total commercial real estate	172,603	861		173,464	1,456	174,920
Residential real estate:						
Consumer mortgage	56,191	745	69	57,005	866	57,871
Investment property	42,935	598		43,533	302	43,835
Total residential real estate	99,126	1,343	69	100,538	1,168	101,706
Consumer installment	12,789	100	4	12,893		12,893
Total	$ 376,959	2,485	73	379,517	4,261	$ 383,778

Allowance for Loan Losses

The Company assesses the adequacy of its allowance for loan losses prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolio, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect a borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan loss rates and other pertinent factors, including regulatory recommendations. This evaluation is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Loans are charged off, in whole or in part, when management believes that the full collectability of the loan is unlikely. A loan may be partially charged-off after a confirming event has occurred which serves to validate that full repayment pursuant to the terms of the loan is unlikely.

The Company deems loans impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Collection of all amounts due according to the contractual terms means that both the interest and principal payments of a loan will be collected as scheduled in the loan agreement.

An impairment allowance is recognized if the fair value of the loan is less than the recorded investment in the loan. The impairment is recognized through the allowance. Loans that are impaired are recorded at the present value of expected future cash flows discounted at the loan s effective interest rate, or if the loan is collateral dependent, impairment measurement is based on the fair value of the collateral, less estimated disposal costs.

The level of allowance maintained is believed by management to be adequate to absorb probable losses inherent in the portfolio at the balance sheet date. The allowance is increased by provisions charged to expense and decreased by charge-offs, net of recoveries of amounts previously charged-off.

In assessing the adequacy of the allowance, the Company also considers the results of its ongoing internal and independent loan review processes. The Company s loan review process assists in determining whether there are loans in the portfolio whose credit quality has weakened over time and evaluating the risk characteristics of the entire loan portfolio. The Company s loan review process includes the judgment of management, the input from our independent loan reviewers, and reviews that may have been conducted by bank regulatory agencies as part of their examination process. The Company incorporates loan review results in the determination of whether or not it is probable that it will be able to collect all amounts due according to the contractual terms of a loan.

As part of the Company s quarterly assessment of the allowance, management divides the loan portfolio into five segments: commercial and industrial, construction and land development, commercial real estate, residential real estate, and consumer installment loans. The Company analyzes each segment and estimates an allowance allocation for each loan segment.

The allocation of the allowance for loan losses begins with a process of estimating the probable losses inherent for these types of loans. The estimates for these loans are established by category and based on the Company s internal system of credit risk ratings and historical loss data. The estimated loan loss allocation rate for the Company s internal system of credit risk grades is based on its experience with similarly graded loans. For loan segments where the Company believes it does not have sufficient historical loss data, the Company may make adjustments based, in part, on loss rates of peer bank groups. At September 30, 2014 and December 31, 2013, and for the periods then ended, the Company adjusted its historical loss rates for the commercial real estate portfolio segment based, in part, on loss rates of peer bank groups.

The estimated loan loss allocation for all five loan portfolio segments is then adjusted for management s estimate of probable losses for several qualitative and environmental factors. The allocation for qualitative and environmental factors is particularly subjective and does not lend itself to exact mathematical calculation. This amount represents estimated probable inherent credit losses which exist, but have not yet been identified, as of the balance sheet date, and are based upon quarterly trend assessments in delinquent and nonaccrual loans, credit concentration changes, prevailing economic conditions, changes in lending personnel experience, changes in lending policies or procedures and other influencing factors. These qualitative and environmental factors are considered for each of the five loan segments and the allowance allocation, as determined by the processes noted above, is increased or decreased based on the incremental assessment of these factors.

The Company regularly re-evaluates its practices in determining the allowance for loan losses. During 2014 and 2013, the Company implemented certain refinements to its allowance for loan losses methodology, specifically the way that historical loss factors are calculated. Beginning with the quarter ended June 30, 2014, the Company calculated average losses for all loan segments using a rolling 20 quarter historical period in order to better capture the effects of the most

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recent economic cycle on the Company s loan loss experience. Beginning with the quarter ended June 30, 2013, the Company calculated average losses for all loan segments using a rolling 8 quarter historical period (except for the commercial real estate loan segment, which used a 6 quarter historical period) and continued this methodology through March 31, 2014. Prior to June 30, 2013, the Company calculated average losses for all loan segments using a rolling 6 quarter historical period.

If the Company continued to calculate average losses for all loan segments other than commercial real estate using a rolling 8 quarter historical period and for the commercial real estate segment using a rolling 6 quarter historical period, the Company s calculated allowance for loan loss allocation would have decreased by approximately $1.0 million at June 30, 2014. Other than the changes discussed above, the Company has not made any changes to its calculation of historical loss periods that would impact the calculation of the allowance for loan losses or provision for loan losses for the periods included in the accompanying consolidated balance sheets and statements of earnings.

The following table details the changes in the allowance for loan losses by portfolio segment for the respective periods.

						September 30, 2014
(In thousands)	**Commercial and industrial**	**Construction and land development**	**Commercial real estate**	**Residential real estate**	**Consumer installment**	**Total**
Quarter ended:						
Beginning balance	$ 639	907	1,913	1,095	174	$ 4,728
Charge-offs				(287)	(39)	(326)
Recoveries	35	1		13	3	52
Net recoveries (charge-offs)	35	1		(274)	(36)	(274)
Provision for loan losses	(5)	(13)	22	262	34	300
Ending balance	$ 669	895	1,935	1,083	172	$ 4,754
Nine months ended:						
Beginning balance	$ 386	366	3,186	1,114	216	$ 5,268
Charge-offs	(46)	(236)		(358)	(83)	(723)
Recoveries	71	4	118	103	13	309
Net recoveries (charge-offs)	25	(232)	118	(255)	(70)	(414)
Provision for loan losses	258	761	(1,369)	224	26	(100)
Ending balance	$ 669	895	1,935	1,083	172	$ 4,754

						September 30, 2013
(In thousands)	**Commercial and industrial**	**Construction and land development**	**Commercial real estate**	**Residential real estate**	**Consumer installment**	**Total**
Quarter ended:						
Beginning balance	$ 675	1,454	3,111	1,125	92	6,457
Charge-offs	(177)		(144)	(103)	(137)	$ (561)
Recoveries	23	1		21	5	$ 50
Net (charge-offs) recoveries	(154)	1	(144)	(82)	(132)	(511)
Provision for loan losses	25	(266)	137	(61)	165	$
Ending balance	$ 546	1,189	3,104	982	125	$ 5,946
Nine months ended:						
Beginning balance	$ 812	1,545	3,137	1,126	103	$ 6,723

Charge-offs	(245)	(39)	(262)	(558)	(199)	(1,303)
Recoveries	40	5	4	62	15	126
Net charge-offs	(205)	(34)	(258)	(496)	(184)	(1,177)
Provision for loan losses	(61)	(322)	225	352	206	400
Ending balance	$ 546	1,189	3,104	982	125	$ 5,946

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The following table presents an analysis of the allowance for loan losses and recorded investment in loans by portfolio segment and impairment methodology as of September 30, 2014 and 2013.

	Collectively evaluated (1)		Individually evaluated (2)		Total	
(In thousands)	Allowance for loan losses	Recorded investment in loans	Allowance for loan losses	Recorded investment in loans	Allowance for loan losses	Recorded investment in loans
September 30, 2014:						
Commercial and industrial	$ 669	52,785		83	669	52,868
Construction and land development	895	33,574		615	895	34,189
Commercial real estate	1,733	188,150	202	1,927	1,935	190,077
Residential real estate	1,083	105,672		883	1,083	106,555
Consumer installment	172	11,535			172	11,535
Total	$ 4,552	391,716	202	3,508	4,754	395,224
September 30, 2013:						
Commercial and industrial	$ 546	58,630		136	546	58,766
Construction and land development	1,090	35,469	99	1,593	1,189	37,062
Commercial real estate	2,919	167,564	185	2,956	3,104	170,520
Residential real estate	982	101,576		989	982	102,565
Consumer installment	125	12,170			125	12,170
Total	$ 5,662	375,409	284	5,674	5,946	381,083

(1) Represents loans collectively evaluated for impairment in accordance with ASC 450-20, *Loss Contingencies* (formerly FAS 5), and pursuant to amendments by ASU 2010-20 regarding allowance for unimpaired loans.
(2) Represents loans individually evaluated for impairment in accordance with ASC 310-30, *Receivables* (formerly FAS 114), and pursuant to amendments by ASU 2010-20 regarding allowance for impaired loans.

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Credit Quality Indicators

The credit quality of the loan portfolio is summarized no less frequently than quarterly using categories similar to the standard asset classification system used by the federal banking agencies. The following table presents credit quality indicators for the loan portfolio segments and classes. These categories are utilized to develop the associated allowance for loan losses using historical losses adjusted for qualitative and environmental factors and are defined as follows:

Pass loans which are well protected by the current net worth and paying capacity of the obligor (or guarantors, if any) or by the fair value, less cost to acquire and sell, of any underlying collateral.

Special Mention loans with potential weakness that may, if not reversed or corrected, weaken the credit or inadequately protect the Company s position at some future date. These loans are not adversely classified and do not expose an institution to sufficient risk to warrant an adverse classification.

Substandard Accruing loans that exhibit a well-defined weakness which presently jeopardizes debt repayment, even though they are currently performing. These loans are characterized by the distinct possibility that the Company may incur a loss in the future if these weaknesses are not corrected

Nonaccrual includes loans where management has determined that full payment of principal and interest is not expected.

(In thousands)		Pass	Special Mention	Substandard Accruing	Nonaccrual	Total loans
September 30, 2014:						
Commercial and industrial	$	48,075	4,308	429	56	$ 52,868
Construction and land development		32,524	483	567	615	34,189
Commercial real estate:						
Owner occupied		50,185	1,149	230	272	51,836
Other		137,285	89	657	210	138,241
Total commercial real estate		187,470	1,238	887	482	190,077
Residential real estate:						
Consumer mortgage		55,804	3,085	4,685	289	63,863
Investment property		40,359	876	1,213	244	42,692
Total residential real estate		96,163	3,961	5,898	533	106,555
Consumer installment		11,398	17	116	4	11,535
Total	$	375,630	10,007	7,897	1,690	$ 395,224
December 31, 2013:						
Commercial and industrial	$	53,060	4,183	482	55	$ 57,780
Construction and land development		33,616	180	1,101	1,582	36,479
Commercial real estate:						
Owner occupied		53,430	770	875	1,027	56,102
Other		117,490	91	808	429	118,818
Total commercial real estate		170,920	861	1,683	1,456	174,920
Residential real estate:						
Consumer mortgage		50,392	1,137	5,476	866	57,871
Investment property		40,517	1,310	1,706	302	43,835
Total residential real estate		90,909	2,447	7,182	1,168	101,706
Consumer installment		12,713	34	146		12,893
Total	$	361,218	7,705	10,594	4,261	$ 383,778

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Impaired loans

The following tables present details related to the Company s impaired loans. Loans which have been fully charged-off do not appear in the following table. The related allowance generally represents the following components which correspond to impaired loans:

Individually evaluated impaired loans equal to or greater than $500,000 secured by real estate (nonaccrual construction and land development, commercial real estate, and residential real estate loans).

Individually evaluated impaired loans equal to or greater than $250,000 not secured by real estate (nonaccrual commercial and industrial and consumer installment loans).

The following tables set forth certain information regarding the Company s impaired loans that were individually evaluated for impairment at September 30, 2014 and December 31, 2013.

	September 30, 2014			
(In thousands)	**Unpaid principal balance (1)**	**Charge-offs and payments applied (2)**	**Recorded investment (3)**	**Related allowance**
With no allowance recorded:				
Commercial and industrial	$ 83		83	
Construction and land development	2,829	(2,214)	615	
Commercial real estate:				
Owner occupied	336	(64)	272	
Other	300	(91)	209	
Total commercial real estate	636	(155)	481	
Residential real estate:				
Consumer mortgages	939	(216)	723	
Investment property	204	(44)	160	
Total residential real estate	1,143	(260)	883	
Total	$ 4,691	(2,629)	2,062	$
With allowance recorded:				
Commercial real estate:				
Owner occupied	854		854	110
Other	592		592	92
Total commercial real estate	1,446		1,446	202
Total	$ 1,446		1,446	$ 202
Total impaired loans	$ 6,137	(2,629)	3,508	$ 202

(1) Unpaid principal balance represents the contractual obligation due from the customer.

(2)

Charge-offs and payments applied represents cumulative charge-offs taken, as well as interest payments that have been applied against the outstanding principal balance subsequent to the loans being placed on nonaccrual status.

(3) Recorded investment represents the unpaid principal balance less charge-offs and payments applied; it is shown before any related allowance for loan losses.

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(In thousands)	December 31, 2013 Unpaid principal balance (1)	Charge-offs and payments applied (2)	Recorded investment (3)	Related allowance
With no allowance recorded:				
Commercial and industrial	$ 124		124	
Construction and land development	2,879	(1,682)	1,197	
Commercial real estate:				
Owner occupied	1,217	(190)	1,027	
Other	518	(89)	429	
Total commercial real estate	1,735	(279)	1,456	
Residential real estate:				
Consumer mortgages	952	(198)	754	
Investment property	207	(35)	172	
Total residential real estate	1,159	(233)	926	
Total	$ 5,897	(2,194)	3,703	
With allowance recorded:				
Construction and land development	452	(67)	385	88
Commercial real estate:				
Owner occupied	875		875	110
Other	602		602	62
Total commercial real estate	1,477		1,477	172
Total	$ 1,929	(67)	1,862	$ 260
Total impaired loans	**$** 7,826	(2,261)	5,565	$ 260

(1) Unpaid principal balance represents the contractual obligation due from the customer.
(2) Charge-offs and payments applied represents cumulative charge-offs taken, as well as interest payments that have been applied against the outstanding principal balance subsequent to the loans being placed on nonaccrual status.
(3) Recorded investment represents the unpaid principal balance less charge-offs and payments applied; it is shown before any related allowance for loan losses.

The following table provides the average recorded investment in impaired loans and the amount of interest income recognized on impaired loans after impairment by portfolio segment and class during the respective periods.

(In thousands)	Quarter ended September 30, 2014		Nine months ended September 30, 2014	
	Average recorded investment	Total interest income recognized	Average recorded investment	Total interest income recognized
Impaired loans:				
Commercial and industrial	$ 88	2	105	6
Construction and land development	730		1,159	
Commercial real estate:				
Owner occupied	1,129	9	1,367	31
Other	801	4	935	20

Total commercial real estate		1,930	13	2,302	51
Residential real estate:					
Consumer mortgages		716	5	752	5
Investment property		162		166	
Total residential real estate		878	5	918	5
Total	$	3,626	20	4,484	62

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(In thousands)		Quarter ended September 30, 2013 Average recorded investment	Quarter ended September 30, 2013 Total interest income recognized	Nine months ended September 30, 2013 Average recorded investment	Nine months ended September 30, 2013 Total interest income recognized
Impaired loans:					
Commercial and industrial	$	139	2	152	7
Construction and land development		1,596		1,608	
Commercial real estate:					
Owner occupied		1,927	13	1,993	42
Other		832	4	1,581	4
Total commercial real estate		2,759	17	3,574	46
Residential real estate:					
Consumer mortgages		776		801	
Investment property		231		323	
Total residential real estate		1,007		1,124	
Total	$	5,501	19	6,458	53

Troubled Debt Restructurings

Impaired loans also include troubled debt restructurings (TDRs). In the normal course of business, management may grant concessions to borrowers that are experiencing financial difficulty. A concession may include, but is not limited to, delays in required payments of principal and interest for a specified period, reduction of the stated interest rate of the loan, reduction of accrued interest, extension of the maturity date or reduction of the face amount or maturity amount of the debt. A concession has been granted when, as a result of the restructuring, the Bank does not expect to collect all amounts due, including interest at the original stated rate. A concession may have also been granted if the debtor is not able to access funds elsewhere at a market rate for debt with similar risk characteristics as the restructured debt. In making the determination of whether a loan modification is a TDR, the Company considers the individual facts and circumstances surrounding each modification. As part of the credit approval process, the restructured loans are evaluated for adequate collateral protection in determining the appropriate accrual status at the time of restructure.

Similar to other impaired loans, TDRs are measured for impairment based on the present value of expected payments using the loan s original effective interest rate as the discount rate, or the fair value of the collateral, less selling costs if the loan is collateral dependent. If the recorded investment in the loan exceeds the measure of fair value, impairment is recognized by establishing a valuation allowance as part of the allowance for loan losses or a charge-off to the allowance for loan losses. In periods subsequent to the modification, all TDRs are individually evaluated for possible impairment.

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The following is a summary of accruing and nonaccrual TDRs, which are included in impaired loan totals, and the related allowance for loan losses, by portfolio segment and class as of September 30, 2014, and December 31, 2013.

	TDRs			
(In thousands)	**Accruing**	**Nonaccrual**	**Total**	**Related Allowance**
September 30, 2014				
Commercial and industrial	$ 83		83	$
Construction and land development		615	615	
Commercial real estate:				
Owner occupied	854	272	1,126	110
Other	592	209	801	92
Total commercial real estate	1,446	481	1,927	202
Residential real estate:				
Consumer mortgages	723		723	
Investment property		160	160	
Total residential real estate	723	160	883	
Total	$ 2,252	1,256	3,508	$ 202
December 31, 2013				
Commercial and industrial	$ 124		124	$
Construction and land development		1,582	1,582	88
Commercial real estate:				
Owner occupied	875	285	1,160	110
Other	602	429	1,031	62
Total commercial real estate	1,477	714	2,191	172
Residential real estate:				
Consumer mortgages		754	754	
Investment property		172	172	
Total residential real estate		926	926	
Total	$ 1,601	3,222	4,823	$ 260

At September 30, 2014, there were no significant outstanding commitments to advance additional funds to customers whose loans had been restructured.

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The following table summarizes loans modified in a TDR during the respective periods both before and after their modification.

(Dollars in thousands)	Quarter ended September 30, Number of contracts		Pre-modification outstanding recorded investment	Post - modification outstanding recorded investment	Nine months ended September 30, Number of contracts		Pre-modification outstanding recorded investment	Post - modification outstanding recorded investment
2014:								
Commercial real estate:								
Other	1	$	590	592	1	$	590	592
Total commercial real estate	1		590	592	1		590	592
Residential real estate:								
Consumer mortgages	1		712	712	1		712	712
Total residential real estate	1		712	712	1		712	712
Total	2	$	1,302	1,304	2	$	1,302	1,304
2013:								
Commercial real estate:								
Owner occupied	1	$	882	882	1	$	882	882
Other	1		606	610	2		1,037	1,041
Total commercial real estate	2		1,488	1,492	3		1,919	1,923
Residential real estate:								
Consumer mortgages	1		678	674	2		808	804
Total residential real estate	1		678	674	2		808	804
Total	3	$	2,166	2,166	5	$	2,727	2,727

The majority of the loans modified in a TDR during the quarter and nine months ended September 30, 2014 and 2013, respectively, included permitting delays in required payments of principal and/or interest or where the only concession granted by the Company was that the interest rate at renewal was considered to be less than a market rate.

The following table summarizes the recorded investment in loans modified in a TDR within the previous 12 months for which there was a payment default (defined as 90 days or more past due) during the respective periods.

(Dollars in thousands)	Quarter ended September 30, Number of Contracts		Recorded investment(1)	Nine months Ended September 30, Number of Contracts		Recorded investment(1)
2014:						
Commerical real estate:						
Owner occupied	1	$	272	1	$	272
Total commercial real estate	1		272	1		272

Total	1	$	272	1	$	272
2013:						
Construction and land development		$		1	$	1,197
Commerical real estate:						
Other	1		426	1		426
Total commercial real estate	1		426	1		426
Total	1	$	426	2	$	1,623

(1) Amount as of applicable month end during the respective period for which there was a payment default.

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NOTE 6: MORTGAGE SERVICING RIGHTS, NET

Mortgage servicing rights (MSRs) are recognized based on the fair value of the servicing rights on the date the corresponding mortgage loans are sold. An estimate of the fair value of the Company s MSRs is determined using assumptions that market participants would use in estimating future net servicing income, including estimates of prepayment speeds, discount rate, default rates, cost to service, escrow account earnings, contractual servicing fee income, ancillary income, and late fees. Subsequent to the date of transfer, the Company has elected to measure its MSRs under the amortization method. Under the amortization method, MSRs are amortized in proportion to, and over the period of, estimated net servicing income.

The Company has recorded MSRs related to loans sold without recourse to Fannie Mae. The Company generally sells conforming, fixed-rate, closed-end, residential mortgages to Fannie Mae. MSRs are included in other assets on the accompanying consolidated balance sheets.

The Company evaluates MSRs for impairment on a quarterly basis. Impairment is determined by stratifying MSRs into groupings based on predominant risk characteristics, such as interest rate and loan type. If, by individual stratum, the carrying amount of the MSRs exceeds fair value, a valuation allowance is established. The valuation allowance is adjusted as the fair value changes. Changes in the valuation allowance are recognized in earnings as a component of mortgage lending income.

The following table details the changes in amortized MSRs and the related valuation allowance for the respective periods.

(Dollars in thousands)	Quarter ended September 30, 2014	Quarter ended September 30, 2013	Nine months ended September 30, 2014	Nine months ended September 30, 2013
MSRs, net:				
Beginning balance	$ 2,346	$ 1,979	$ 2,350	$ 1,526
Additions, net	168	215	371	693
Amortization expense	(89)	(78)	(253)	(304)
Decrease (increase) in valuation allowance	12	172	(31)	373
Ending balance	$ 2,437	$ 2,288	$ 2,437	$ 2,288
Valuation allowance included in MSRs, net:				
Beginning of period	$ 43	$ 185	$	$ 386
End of period	31	13	31	13
Fair value of amortized MSRs:				
Beginning of period	$ 3,228	$ 2,453	$ 3,452	$ 1,526
End of period	3,314	3,167	3,314	3,167

NOTE 7: DERIVATIVE INSTRUMENTS

Financial derivatives are reported at fair value in other assets or other liabilities on the accompanying Consolidated Balance Sheets. The accounting for changes in the fair value of a derivative depends on whether it has been designated and qualifies as part of a hedging relationship. For derivatives not designated as part of a hedging relationship, the gain or loss is recognized in current earnings within other noninterest income on the accompanying consolidated statements of earnings. From time to time, the Company may enter into interest rate swaps (swaps) to facilitate customer transactions and meet their financing needs. Upon entering into these swaps, the Company enters into offsetting positions in order to minimize the risk to the Company. These swaps qualify as derivatives, but are not designated as hedging instruments. At September 30, 2014 and December 31, 2013, the Company had no derivative contracts to assist in managing its own interest rate sensitivity.

Interest rate swap agreements involve the risk of dealing with counterparties and their ability to meet contractual terms. When the fair value of a derivative instrument is positive, this generally indicates that the counterparty or customer owes the Company, and results in credit risk to the Company. When the fair value of a derivative instrument is negative, the Company owes the customer or counterparty and therefore, has no credit risk.

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A summary of the Company s interest rate swap agreements at September 30, 2014 and December 31, 2013 is presented below.

(Dollars in thousands)		**Notional**	**Other Assets Estimated Fair Value**	**Other Liabilities Estimated Fair Value**
September 30, 2014:				
Pay fixed / receive variable	$	4,754		669
Pay variable / receive fixed		4,754	669	
Total interest rate swap agreements	$	9,508	669	669
December 31, 2013:				
Pay fixed / receive variable	$	5,017		844
Pay variable / receive fixed		5,017	844	
Total interest rate swap agreements	$	10,034	844	844

NOTE 8: FAIR VALUE

Fair Value Hierarchy

Fair value is defined by ASC 820, *Fair Value Measurements and Disclosures*, as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for an asset or liability at the measurement date. GAAP establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is 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 assets or liabilities in markets that are not active, or inputs that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs to the valuation methodology are unobservable and reflect the Company s own assumptions about the inputs market participants would use in pricing the asset or liability.

Level changes in fair value measurements

Transfers between levels of the fair value hierarchy are generally recognized at the end of the reporting period. The Company monitors the valuation techniques utilized for each category of financial assets and liabilities to ascertain when transfers between levels have been affected. The nature of the Company s financial assets and liabilities generally is such that transfers in and out of any level are expected to be infrequent. For the nine months ended September 30, 2014, there were no transfers between levels and no changes in valuation techniques for the Company s financial assets and liabilities.

Assets and liabilities measured at fair value on a recurring basis

Securities available-for-sale

Fair values of securities available for sale were primarily measured using Level 2 inputs. For these securities, the Company obtains pricing from third party pricing services. These third party pricing services consider observable data that may include broker/dealer quotes, market spreads, cash flows, market consensus prepayment speeds, benchmark yields, reported trades for similar securities, market consensus prepayment speeds, credit information and the securities terms and conditions. On a quarterly basis, management reviews the pricing received from the third party pricing services for reasonableness given current market conditions. As part of its review, management may obtain non-binding third party broker quotes to validate the fair value measurements. In addition, management will periodically submit pricing provided by the third party pricing services to another independent valuation firm on a sample basis. This independent valuation firm will compare the price provided by the third party pricing service with its own price and will review the significant assumptions and valuation methodologies used with management.

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Interest rate swap agreements

The carrying amount of interest rate swap agreements was included in other assets and accrued expenses and other liabilities on the accompanying consolidated balance sheets. The fair value measurements for our interest rate swap agreements were based on information obtained from a third party bank. This information is periodically tested by the Company and validated against other third party valuations. If needed, other third party market participants may be utilized to corroborate the fair value measurements for our interest rate swap agreements. The Company classified these derivative assets and liabilities within Level 2 of the valuation hierarchy. These swaps qualify as derivatives, but are not designated as hedging instruments.

The following table presents the balances of the assets and liabilities measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013, respectively, by caption, on the accompanying consolidated balance sheets by ASC 820 valuation hierarchy (as described above).

(Dollars in thousands)	**Amount**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
September 30, 2014:				
Securities available-for-sale:				
Agency obligations	$ 59,503		59,503	
Agency RMBS	139,184		139,184	
State and political subdivisions	66,140		66,140	
Total securities available-for-sale	264,827		264,827	
Other assets [1]	669		669	
Total assets at fair value	$ 265,496		265,496	
Other liabilities[1]	$ 669		669	
Total liabilities at fair value	$ 669		669	
December 31, 2013:				
Securities available-for-sale:				
Agency obligations	$ 44,522		44,522	
Agency RMBS	162,358		162,358	
State and political subdivisions	64,339		64,339	
Total securities available-for-sale	271,219		271,219	
Other assets [1]	844		844	
Total assets at fair value	$ 272,063		272,063	
Other liabilities[1]	$ 844		844	
Total liabilities at fair value	$ 844		844	

(1) Represents the fair value of interest rate swap agreements.

Assets and liabilities measured at fair value on a nonrecurring basis

Loans held for sale

Loans held for sale are carried at the lower of cost or fair value. Fair values of loans held for sale are determined using quoted market secondary market prices for similar loans. Loans held for sale are classified within Level 2 of the fair value hierarchy.

Impaired Loans

Loans considered impaired under ASC 310-10-35, Receivables, are loans for which, based on current information and events, it is probable that the Company will be unable to collect all principal and interest payments due in accordance with the contractual terms of the loan agreement. Impaired loans can be measured based on the present value of expected payments using the loan s original effective rate as the discount rate, the loan s observable market price, or the fair value of the collateral less selling costs if the loan is collateral dependent.

The fair value of impaired loans were primarily measured based on the value of the collateral securing these loans. Impaired loans are classified within Level 3 of the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory, and/or accounts receivable. The Company determines the value of the collateral based on independent appraisals performed by qualified licensed appraisers. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Appraised values are discounted for costs to sell and may be discounted further based on management s historical knowledge, changes in market conditions from the date of the most recent appraisal, and/or management s expertise and knowledge of the customer and the customer s business. Such discounts by management are subjective and are typically significant unobservable inputs for determining fair value. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors discussed above.

Other real estate owned

Other real estate owned, consisting of properties obtained through foreclosure or in satisfaction of loans, are initially recorded at the lower of the loan s carrying amount or the fair value less costs to sell upon transfer of the loans to other real estate. Subsequently, other real estate is carried at the lower of carrying value or fair value less costs to sell. Fair values are generally based on third party appraisals of the property and are classified within Level 3 of the fair value hierarchy. The appraisals are sometimes further discounted based on management s historical knowledge, and/or changes in market conditions from the date of the most recent appraisal, and/or management s expertise and knowledge of the customer and the customer s business. Such discounts are typically significant unobservable inputs for determining fair value. In cases where the carrying amount exceeds the fair value, less costs to sell, a loss is recognized in noninterest expense.

Mortgage servicing rights, net

Mortgage servicing rights, net, included in other assets on the accompanying consolidated balance sheets, are carried at the lower of cost or estimated fair value. MSRs do not trade in an active market with readily observable prices. To determine the fair value of MSRs, the Company engages an independent third party. The independent third party s valuation model calculates the present value of estimated future net servicing income using assumptions that market participants would use in estimating future net servicing income, including estimates of prepayment speeds, discount rate, default rates, cost to service, escrow account earnings, contractual servicing fee income, ancillary income, and late fees. Periodically, the Company will review broker surveys and other market research to validate significant assumptions used in the model. The significant unobservable inputs include prepayment speeds or the constant prepayment rate (CPR) and the weighted average discount rate. Because the valuation of MSRs requires the use of significant unobservable inputs, all of the Company s MSRs are classified within Level 3 of the valuation hierarchy.

The following table presents the balances of the assets and liabilities measured at fair value on a nonrecurring basis as of September 30, 2014 and December 31, 2013, respectively, by caption, on the accompanying consolidated balance sheets and by FASB ASC 820 valuation hierarchy (as described above):

(Dollars in thousands)		Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2014:					
Loans held for sale	$	3,521		3,521	
Loans, net(1)		3,306			3,306
Other real estate owned		1,215			1,215
Other assets (2)		2,437			2,437
Total assets at fair value	$	10,479		3,521	6,958
December 31, 2013:					
Loans held for sale	$	2,296		2,296	
Loans, net(1)		5,305			5,305
Other real estate owned		3,884			3,884
Other assets (2)		2,350			2,350

Total assets at fair value	$	13,835	2,296	11,539

(1) Loans considered impaired under ASC 310-10-35, *Receivables*. This amount reflects the recorded investment in impaired loans, net of any related allowance for loan losses.

(2) Represents MSRs, net, carried at lower of cost or estimated fair value.

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Quantitative Disclosures for Level 3 Fair Value Measurements

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements for trust preferred securities recognized in the accompanying consolidated balance sheets using Level 3 inputs:

	Nine months ended September 30,	
(Dollars in thousands)	**2014**	**2013**
Beginning balance	$	$ 652
Total realized and unrealized gains and (losses):		
Included in other comprehensive income		90
Ending balance	$	$ 742

At September 30, 2014, the Company had no Level 3 assets measured at fair value on a recurring basis. For Level 3 assets measured at fair value on a non-recurring basis at September 30, 2014, the significant unobservable inputs used in the fair value measurements are presented below.

(Dollars in thousands)	Carrying Amount	Valuation Technique	Significant Unobservable Input	Weighted Average of Input
Nonrecurring:				
Impaired loans	$ 3,306	Appraisal	Appraisal discounts (%)	16.2%
Other real estate owned	1,215	Appraisal	Appraisal discounts (%)	16.3%
Mortgage servicing rights, net	2,437	Discounted cash flow	Prepayment speed or CPR (%)	9.4%
			Discount rate (%)	10.0%

Fair Value of Financial Instruments

ASC 825, *Financial Instruments*, requires disclosure of fair value information about financial instruments, whether or not recognized on the face of the balance sheet, for which it is practicable to estimate that value. The assumptions used in the estimation of the fair value of the Company s financial instruments are explained below. Where quoted market prices are not available, fair values are based on estimates using discounted cash flow analyses. Discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following fair value estimates cannot be substantiated by comparison to independent markets and should not be considered representative of the liquidation value of the Company s financial instruments, but rather are a good faith estimate of the fair value of financial instruments held by the Company. ASC 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements.

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

Loans, net

Fair values for loans were calculated using discounted cash flows. The discount rates reflected current rates at which similar loans would be made for the same remaining maturities. This method of estimating fair value does not incorporate the exit-price concept of fair value prescribed by ASC 820 and generally produces a higher value than an exit-price approach. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

Loans held for sale

Fair values of loans held for sale are determined using quoted market secondary market prices for similar loans.

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Time Deposits

Fair values for time deposits were estimated using discounted cash flows. The discount rates were based on rates currently offered for deposits with similar remaining maturities.

Long-term debt

The fair value of the Company s fixed rate long-term debt is estimated using discounted cash flows based on estimated current market rates for similar types of borrowing arrangements. The carrying amount of the Company s variable rate long-term debt approximates its fair value.

The carrying value, related estimated fair value, and placement in the fair value hierarchy of the Company s financial instruments at September 30, 2014 and December 31, 2013 are presented below. This table excludes financial instruments for which the carrying amount approximates fair value. Financial assets for which fair value approximates carrying value included cash and cash equivalents. Financial liabilities for which fair value approximates carrying value included noninterest-bearing demand, interest-bearing demand, and savings deposits due to these products having no stated maturity. In addition, financial liabilities for which fair value approximates carrying value included overnight borrowings such as federal funds purchased and securities sold under agreements to repurchase.

						Fair Value Hierarchy				
		Carrying		**Estimated**		**Level 1**		**Level 2**		**Level 3**
(Dollars in thousands)		**amount**		**fair value**		**inputs**		**inputs**		**inputs**
September 30, 2014:										
Financial Assets:										
Loans, net (1)	$	389,848	$	398,087	$		$		$	398,087
Loans held for sale		3,521		3,587				3,587		
Financial Liabilities:										
Time Deposits	$	253,871	$	256,024	$		$	256,024	$	
Long-term debt		12,217		12,545				12,545		
December 31, 2013:										
Financial Assets:										
Loans, net (1)	$	378,071	$	387,180	$		$		$	387,180
Loans held for sale		2,296		2,310				2,310		
Financial Liabilities:										
Time Deposits	$	261,199	$	263,985	$		$	263,985	$	
Long-term debt		12,217		12,569				12,569		

(1) Represents loans, net of unearned income and the allowance for loan losses.

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

General

The following discussion and analysis is designed to provide a better understanding of various factors related to the results of operations and financial condition of Auburn National Bancorporation, Inc. (the Company) and its wholly owned subsidiary, AuburnBank (the Bank). This discussion is intended to supplement and highlight information contained in the accompanying unaudited condensed consolidated financial statements and related notes for the quarters and nine months ended September 30, 2014 and 2013, as well as the information contained in our annual report on Form 10-K for the year ended December 31, 2013 and our quarterly reports on Form 10-Q for the quarters ended March 31, 2014 and June 30, 2014.

Special Notice Regarding Forward-Looking Statements

Certain of the statements made in this discussion and analysis and elsewhere, including information incorporated herein by reference to other documents, are forward-looking statements within the meaning of, and subject to, the protections of Section 27A of the Securities Act of 1933, as amended, (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause the actual results, performance, achievements, or financial condition of the Company to be materially different from future results, performance, achievements, or financial condition expressed or implied by such forward-looking statements. You should not expect us to update any forward-looking statements.

All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as may, will, anticipate, assume, should, indicate, would, believe, conte expect, estimate, continue, plan, point to, project, could, intend, target and other similar words and expressions of the future. The forward-looking statements may not be realized due to a variety of factors, including, without limitation:

- the effects of future economic, business and market conditions and changes, domestic and foreign, including seasonality;
- governmental monetary and fiscal policies;
- legislative and regulatory changes, including changes in banking, securities and tax laws, regulations and rules and their application by our regulators, including capital and liquidity requirements, and changes in the scope and cost of FDIC insurance;
- changes in accounting policies, rules and practices;
- the risks of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest sensitive assets and liabilities, and the risks and uncertainty of the amounts realizable and the timing of dispositions of assets by the FDIC where we may have a participation or other interest;
- changes in borrower credit risks and payment behaviors;
- changes in the availability and cost of credit and capital in the financial markets, and the types of instruments that may be included as capital for regulatory purposes;

changes in the prices, values and sales volumes of residential and commercial real estate;

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the effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;

the failure of assumptions and estimates underlying the establishment of allowances for possible loan and other asset impairments, losses and other estimates;

changes in technology or products that may be more difficult, costly, or less effective than anticipated;

the effects of war or other conflicts, acts of terrorism or other catastrophic events that may affect general economic conditions;

the failure of assumptions and estimates, as well as differences in, and changes to, economic, market and credit conditions, including changes in borrowers credit risks and payment behaviors from those used in our loan portfolio stress tests and other evaluations;

the risks that our deferred tax assets could be reduced if estimates of future taxable income from our operations and tax planning strategies are less than currently estimated, and sales of our capital stock could trigger a reduction in the amount of net operating loss carry-forwards that we may be able to utilize for income tax purposes; and

the other factors and information in this report and other filings that we make with the SEC under the Exchange Act, including our annual report on Form 10-K for the year ended December 31, 2013 and subsequent quarterly and current reports. See Part II, Item 1A, RISK FACTORS .

All written or oral forward-looking statements that are made by or attributable to us are expressly qualified in their entirety by this cautionary notice. We have no obligation and do not undertake to update, revise or correct any of the forward-looking statements after the date of this report, or after the respective dates on which such statements otherwise are made.

Business

The Company was incorporated in 1990 under the laws of the State of Delaware and became a bank holding company after it acquired its Alabama predecessor, which was a bank holding company established in 1984. The Bank, the Company s principal subsidiary, is an Alabama state-chartered bank that is a member of the Federal Reserve System and has operated continuously since 1907. Both the Company and the Bank are headquartered in Auburn, Alabama. The Bank conducts its business primarily in East Alabama, including Lee County and surrounding areas. The Bank operates full-service branches in Auburn, Opelika, Valley, Hurtsboro, and Notasulga, Alabama. In-store branches are located in the Kroger and Wal-Mart SuperCenter stores in both Auburn and Opelika. The Bank also operates commercial loan production offices in Montgomery and Phenix City, Alabama.

Summary of Results of Operations

	Quarter ended September 30,		**Nine months ended September 30,**	
(Dollars in thousands, except per share amounts)	**2014**	**2013**	**2014**	**2013**
Net interest income (a)	$ 5,769	$ 5,621	$ 16,928	$ 16,741
Less: tax-equivalent adjustment	321	351	957	1,098
Net interest income (GAAP)	5,448	5,270	15,971	15,643
Noninterest income	1,017	1,432	2,854	5,158
Total revenue	6,465	6,702	18,825	20,801
Provision for loan losses	300		(100)	400
Noninterest expense	3,584	4,274	11,324	13,224
Income tax expense	709	636	2,049	1,789

Net earnings	$	1,872	$	1,792	$	5,552	$	5,388
Basic and diluted earnings per share	$	0.51	$	0.49	$	1.52	$	1.48

(a) Tax-equivalent. See Table 1 Explanation of Non-GAAP Financial Measures.

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Financial Summary

The Company s net earnings were $5.6 million for the first nine months of 2014, compared to $5.4 million for the first nine months of 2013. Basic and diluted earnings per share were $1.52 per share for the first nine months of 2014, compared to $1.48 per share for the first nine months of 2013.

Net interest income (tax-equivalent) was $16.9 million for the first nine months of 2014, compared to $16.7 million for the first nine months of 2013. Despite downward pressure on yields for earning assets, net interest income (tax-equivalent) increased slightly due to continued improvement in the Company s cost of funds.

The Company recorded a negative provision for loan losses of $0.1 million for the first nine months of 2014 compared to a charge of $0.4 million for the first nine months of 2013. The decrease in the provision for loan losses was primarily due to improvement in the overall credit quality of the loan portfolio, including declining historical loss rates used in the calculation of our allowance for loan losses, and lower levels of adversely classified and nonperforming loans.

Noninterest income was $2.9 million for the first nine months of 2014, compared to $5.2 million in the first nine months of 2013. The decrease was primarily due to a decrease in mortgage lending income of $1.1 million as higher interest rates for mortgage loans negatively impacted refinance activity and a decrease in net securities gains (losses) of $1.2 million that was primarily due to a decrease in the price of securities sold.

Noninterest expense was approximately $11.3 million in the first nine months of 2014, compared to $13.2 million in the first nine months of 2013. The decrease was primarily due to a decrease in prepayment penalties on long-term debt. The Company incurred no prepayment penalties during the first nine months of 2014, compared to $2.0 million during the first nine months of 2013 when the Company repaid $25.0 million of long-term debt with a weighted average interest rate of 3.42%.

Income tax expense was approximately $2.0 million for the first nine months of 2014, compared to $1.8 million in the first nine months of 2013. The Company s effective tax rate for the first nine months of 2014 was 26.96%, compared to 24.93% in the first nine months of 2013. The increase in the Company s effective tax rate was primarily due to a decrease in tax exempt interest income as our holdings of municipal securities have declined. In addition, as earnings before income taxes increases, the impact of tax preference items, such as tax exempt interest income, on the Company s effective tax rate is reduced.

In the first nine months of 2014, the Company paid cash dividends of $2.4 million, or $0.645 per share. The Company s balance sheet remains well capitalized under current regulatory guidelines with a total risk-based capital ratio of 18.50% and a Tier 1 leverage ratio of 10.26% at September 30, 2014.

In the third quarter of 2014, net earnings were $1.9 million, of $0.51 per share, compared to $1.8 million, or $0.49 per share for the third quarter of 2013. Net interest income (tax-equivalent) was $5.8 million for the third quarter of 2014, compared to $5.6 million for the third quarter of 2013. Despite downward pressure on yields for earning assets, net interest income (tax-equivalent) increased due to continued improvement in the Company s cost of funds. The provision for loan losses was $0.3 million in the third quarter of 2014, compared to none in the third quarter 2013. Noninterest income was $1.0 million in the third quarter of 2014, compared to $1.4 million in the third quarter of 2013. The decrease was primarily due to declines in mortgage lending income of $0.2 million and net securities gains (losses) of $0.2 million. Noninterest expense was $3.6 million in the third quarter of 2014, compared to $4.3 million in the third quarter of 2013. The decrease was primarily due to $0.5 million of prepayment penalties on long-term debt incurred during the third quarter of 2013, when the Company repaid $5.0 million of long-term debt with an interest rate of 3.58%. Income tax expense was approximately $0.7 million for the third quarter of 2014, compared to $0.6 million for the third quarter of 2013. The Company s effective tax rate for the third quarter of 2014 was 27.47%, compared to 26.19% in the third quarter of 2013. The Company s effective tax rate increased due to the same factors described above.

CRITICAL ACCOUNTING POLICIES

The accounting and financial reporting policies of the Company conform with U.S. generally accepted accounting principles and with general practices within the banking industry. In connection with the application of those principles, we have made judgments and estimates which, in the case of the determination of our allowance for loan losses, our assessment of other-than-temporary impairment, recurring and non-recurring fair value measurements, the valuation of other real estate owned, and the valuation of deferred tax assets, were critical to the determination of our financial position and results of operations. Other policies also require subjective judgment and assumptions and may accordingly impact our financial position and results of operations.

Except as discussed below, there have been no material changes to the Company s critical accounting policies, estimates, and assumptions, or the judgments affecting the application of these estimates and assumptions in 2014.

The Company regularly re-evaluates its practices in determining the allowance for loan losses. During 2014, the Company implemented certain refinements to its allowance for loan losses methodology, specifically the way that historical loss factors are calculated. Beginning with the quarter ended June 30, 2014, the Company calculated average losses for all loan segments using a rolling 20 quarter historical period in order to better capture the effects of the most recent economic cycle on the Company s loan loss experience. Prior to June 30, 2014 the Company calculated average losses for all loan segments using a rolling 8 quarter historical period (except for the commercial real estate loan segment, which used a 6 quarter historical period).

If the Company continued to calculate average losses for all loan segments other than commercial real estate using a rolling 8 quarter historical period and for the commercial real estate segment using a rolling 6 quarter historical period, the Company s calculated allowance for loan loss allocation would have decreased by approximately $1.0 million at June 30, 2014. Other than the changes discussed above, the Company has not made any changes to its calculation of historical loss periods that would impact the calculation of the allowance for loan losses or provision for loan losses for the periods included in the accompanying consolidated balance sheets and statements of earnings.

Allowance for Loan Losses

The Company assesses the adequacy of its allowance for loan losses prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolio, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect a borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan loss rates and other pertinent factors, including regulatory recommendations. This evaluation is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Loans are charged off, in whole or in part, when management believes that the full collectability of the loan is unlikely. A loan may be partially charged-off after a confirming event has occurred which serves to validate that full repayment pursuant to the terms of the loan is unlikely.

The Company deems loans impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Collection of all amounts due according to the contractual terms means that both the interest and principal payments of a loan will be collected as scheduled in the loan agreement.

An impairment allowance is recognized if the fair value of the loan is less than the recorded investment in the loan. The impairment is recognized through the allowance. Loans that are impaired are recorded at the present value of expected future cash flows discounted at the loan s effective interest rate, or if the loan is collateral dependent, impairment measurement is based on the fair value of the collateral, less estimated disposal costs.

The level of allowance maintained is believed by management to be adequate to absorb probable losses inherent in the portfolio at the balance sheet date. The allowance is increased by provisions charged to expense and decreased by charge-offs, net of recoveries of amounts previously charged-off.

In assessing the adequacy of the allowance, the Company also considers the results of its ongoing internal and independent loan review processes. The Company s loan review process assists in determining whether there are loans in the portfolio whose credit quality has weakened over time and evaluating the risk characteristics of the entire loan portfolio. The Company s loan review process includes the judgment of management, the input from our independent loan reviewers, and reviews that may have been conducted by bank regulatory agencies as part of their examination process. The Company incorporates loan review results in the determination of whether or not it is probable that it will be able to collect all amounts due according to the contractual terms of a loan.

As part of the Company s quarterly assessment of the allowance, management divides the loan portfolio into five segments: commercial and industrial, construction and land development, commercial real estate, residential real estate, and consumer installment loans. The Company analyzes each segment and estimates an allowance allocation for each loan segment.

The allocation of the allowance for loan losses begins with a process of estimating the probable losses inherent for these types of loans. The estimates for these loans are established by category and based on the Company s internal system of credit risk ratings and historical loss data. The estimated loan loss allocation rate for the Company s internal system of credit risk grades is based on its experience with similarly graded loans. For loan segments where the Company believes it does not have sufficient historical loss data, the Company may make adjustments based, in part, on loss rates of peer bank groups. At September 30, 2014 and December 31, 2013, and for the periods then ended, the Company adjusted its historical loss rates for the commercial real estate portfolio segment based, in part, on loss rates of peer bank groups.

The estimated loan loss allocation for all five loan portfolio segments is then adjusted for management s estimate of probable losses for several qualitative and environmental factors. The allocation for qualitative and environmental factors is particularly subjective and does not lend itself to exact mathematical calculation. This amount represents estimated probable inherent credit losses which exist, but have not yet been identified, as of the balance sheet date, and are based upon quarterly trend assessments in delinquent and nonaccrual loans, credit concentration changes, prevailing economic conditions, changes in lending personnel experience, changes in lending policies or procedures and other influencing factors. These qualitative and environmental factors are considered for each of the five loan segments and the allowance allocation, as determined by the processes noted above, is increased or decreased based on the incremental assessment of these factors.

Assessment for Other-Than-Temporary Impairment of Securities

On a quarterly basis, management makes an assessment to determine whether there have been events or economic circumstances to indicate that a security on which there is an unrealized loss is other-than-temporarily impaired. For equity securities with an unrealized loss, the Company considers many factors including the severity and duration of the impairment; the intent and ability of the Company to hold the security for a period of time sufficient for a recovery in value; and recent events specific to the issuer or industry. Equity securities for which there is an unrealized loss that is deemed to be other-than-temporary are written down to fair value with the write-down recorded as a realized loss in securities gains (losses).

For debt securities with an unrealized loss, an other-than-temporary impairment write-down is triggered when (1) the Company has the intent to sell a debt security, (2) it is more likely than not that the Company will be required to sell the debt security before recovery of its amortized cost basis, or (3) the Company does not expect to recover the entire amortized cost basis of the debt security. If the Company has the intent to sell a debt security or if it is more likely than not that it will be required to sell the debt security before recovery, the other-than-temporary write-down is equal to the entire difference between the debt security s amortized cost and its fair value. If the Company does not intend to sell the security or it is not more likely than not that it will be required to sell the security before recovery, the other-than-temporary impairment write-down is separated into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the security s amortized cost basis and the present value of its expected future cash flows. The remaining difference between the security s fair value and the present value of future expected cash flows is due to factors that are not credit related and is recognized in other comprehensive income, net of applicable taxes.

Fair Value Determination

U.S. GAAP requires management to value and disclose certain of the Company s assets and liabilities at fair value, including investments classified as available-for-sale and derivatives. ASC 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value in accordance with U.S. GAAP and expands disclosures about fair value measurements. For more information regarding fair value measurements and disclosures, please refer to Note 8, Fair Value, of the consolidated financial statements that accompany this report.

Fair values are based on active market prices of identical assets or liabilities when available. Comparable assets or liabilities or a composite of comparable assets in active markets are used when identical assets or liabilities do not have readily available active market pricing. However, some of the Company s assets or liabilities lack an available or comparable trading market characterized by frequent transactions between willing buyers and sellers. In these cases, fair value is estimated using pricing models that use discounted cash flows and other pricing techniques. Pricing models and their underlying assumptions are based upon management s best estimates for appropriate discount rates, default rates, prepayments, market volatility and other factors, taking into account current observable market data and experience.

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These assumptions may have a significant effect on the reported fair values of assets and liabilities and the related income and expense. As such, the use of different models and assumptions, as well as changes in market conditions, could result in materially different net earnings and retained earnings results.

Other Real Estate Owned

Other real estate owned (OREO), consists of properties obtained through foreclosure or in satisfaction of loans and is reported at the lower of cost or fair value, less estimated costs to sell at the date acquired with any loss recognized as a charge-off through the allowance for loan losses. Additional OREO losses for subsequent valuation adjustments are determined on a specific property basis and are included as a component of other noninterest expense along with holding costs. Any gains or losses on disposal of OREO are also reflected in noninterest expense. Significant judgments and complex estimates are required in estimating the fair value of OREO, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility. As a result, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of other OREO.

Deferred Tax Asset Valuation

A valuation allowance is recognized for a deferred tax asset if, based on the weight of available evidence, it is more-likely-than-not that some portion or the entire deferred tax asset 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 the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of taxable income over the last three years and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that we will realize the benefits of these deductible differences at September 30, 2014. The amount of the deferred tax assets considered realizable, however, could be reduced if estimates of future taxable income are reduced.

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RESULTS OF OPERATIONS

Average Balance Sheet and Interest Rates

	Nine months ended September 30,			
	2014		2013	
(Dollars in thousands)	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
Loans and loans held for sale	$ 384,370	5.05%	$ 393,148	5.32%
Securities - taxable	210,680	2.26%	195,863	1.91%
Securities - tax-exempt	61,500	6.12%	68,982	6.26%
Total securities	272,180	3.13%	264,845	3.05%
Federal funds sold	54,866	0.19%	50,372	0.21%
Interest bearing bank deposits	7,350	0.45%	3,672	0.62%
Total interest-earning assets	718,766	3.90%	712,037	4.09%
Deposits:				
NOW	105,734	0.32%	102,294	0.32%
Savings and money market	190,223	0.51%	170,086	0.52%
Certificates of deposits less than $100,000	102,755	1.17%	105,627	1.39%
Certificates of deposits and other time deposits of $100,000 or more	156,833	1.58%	155,455	1.80%
Total interest-bearing deposits	555,545	0.90%	533,462	1.03%
Short-term borrowings	3,605	0.52%	2,773	0.48%
Long-term debt	12,217	3.43%	34,946	3.60%
Total interest-bearing liabilities	571,367	0.95%	571,181	1.18%
Net interest income and margin (tax-equivalent)	$ 16,928	3.15%	$ 16,741	3.14%

Net Interest Income and Margin

Net interest income (tax-equivalent) was $16.9 million for the first nine months of 2014, compared to $16.7 million for the first nine months of 2013. Despite downward pressure on yields for earning assets, net interest income (tax-equivalent) increased due to continued improvement in the Company s cost of funds.

The tax-equivalent yield on total interest-earning assets decreased by 19 basis points in the first nine months of 2014 from the first nine months of 2013 to 3.90%. The decrease was primarily due to a decrease in average loans and loan yields as reduced loan demand and increased pricing competition for quality loan opportunities in our markets has limited the Company s ability to increase loans generally, as well as a decrease in the yields on new and renewed loans over the last several quarters.

The cost of total interest-bearing liabilities decreased 23 basis points in the first nine months of 2014 from the first nine months of 2013 to 0.95%. The net decrease was largely a result of the continued shift in our funding mix, as we increased our savings and money market accounts and concurrently reduced balances of higher-cost long-term debt.

The Company continues to deploy various asset liability management strategies to manage its risk to interest rate fluctuations. The Company s net interest margin could experience pressure due to lower reinvestment yields in the securities portfolio given the current interest rate environment, increased competition for quality loan opportunities, and fewer opportunities to reduce our cost of funds due to the low level of deposit rates currently.

Provision for Loan Losses

The provision for loan losses represents a charge to earnings necessary to provide an allowance for loan losses that management believes, based on its processes and estimates, should be adequate to provide for the probable losses on outstanding loans. The Company recorded a negative provision for loan losses of $0.1 million for the first nine months of 2014 compared to a charge of $0.4 million for the first nine months of 2013. The decrease in the provision for loan losses was primarily due to improvement in the overall credit quality of the loan portfolio, including declining historical loss rates used in the calculation of our allowance for loan losses, and lower levels of adversely classified and nonperforming loans.

Based upon its assessment of the loan portfolio, management adjusts the allowance for loan losses to an amount it believes should be appropriate to adequately cover its estimate of probable losses in the loan portfolio. The Company s allowance for loan losses as a percentage of total loans was 1.20% at September 30, 2014, compared to 1.37% at December 31, 2013. While the policies and procedures used to estimate the allowance for loan losses, as well as the resulting provision for loan losses charged to operations, are considered adequate by management and are reviewed from time to time by our regulators, they are based on estimates and judgments and are therefore approximate and imprecise. Factors beyond our control (such as conditions in the local and national economy, local real estate markets, or industry conditions) may have a material adverse effect on our asset quality and the adequacy of our allowance for loan losses resulting in significant increases in the provision for loan losses.

Noninterest Income

(Dollars in thousands)	Quarter ended September 30, 2014	2013	Nine months ended September 30, 2014	2013
Service charges on deposit accounts	$ 228	$ 224	$ 660	$ 707
Mortgage lending income	534	750	1,268	2,397
Bank-owned life insurance	124	93	375	289
Securities (losses) gains, net	(235)		(530)	679
Other	366	365	1,081	1,086
Total noninterest income	$ 1,017	$ 1,432	$ 2,854	$ 5,158

Service charges on deposit accounts decreased primarily due to a decline in insufficient funds charges, reflecting changes in customer behavior and spending patterns.

The Company s income from mortgage lending was primarily attributable to the (1) origination and sale of new mortgage loans and (2) servicing of mortgage loans. Origination income, net, is comprised of gains or losses from the sale of the mortgage loans originated, origination fees, underwriting fees and other fees associated with the origination of loans, which are netted against the commission expense associated with these originations. The Company s normal practice is to originate mortgage loans for sale in the secondary market and to either sell or retain the associated mortgage servicing rights (MSRs) when the loan is sold.

MSRs are recognized based on the fair value of the servicing right on the date the corresponding mortgage loan is sold. Subsequent to the date of transfer, the Company has elected to measure its MSRs under the amortization method. Servicing fee income is reported net of any related amortization expense.

MSRs are also evaluated for impairment on a quarterly basis. Impairment is determined by grouping MSRs by common predominant characteristics, such as interest rate and loan type. If the aggregate carrying amount of a particular group of MSRs exceeds the group s aggregate fair value, a valuation allowance for that group is established. The valuation allowance is adjusted as the fair value changes. An increase in mortgage interest rates typically results in an increase in the fair value of the MSRs while a decrease in mortgage interest rates typically results in a decrease in the fair value of MSRs.

The following table presents a breakdown of the Company s mortgage lending income.

(Dollars in thousands)	Quarter ended September 30, 2014	2013	Nine months ended September 30, 2014	2013
Origination income	$ 386	$ 435	$ 880	$ 1,693
Servicing fees, net	136	143	419	331
Decrease (increase) in MSR valuation allowance	12	172	(31)	373
Total mortgage lending income	$ 534	$ 750	$ 1,268	$ 2,397

The decrease in mortgage lending income was due to a decline in origination income as refinance activity slowed significantly and changes in the MSR valuation allowance. These decreases were partially offset by an increase in servicing fees, net of related amortization expense. Servicing fees increased due to an increase in the unpaid principal balance of loans serviced and amortization expense decreased as prepayment speeds slowed.

The increase in income from bank-owned life insurance was primarily due to improved policy returns. During the fourth quarter of 2013, the Bank exchanged certain bank-owned life insurance policies with a cash surrender value of approximately $5.9 million. These policies were exchanged for policies from two new carriers with better credit ratings and policy returns. The assets that support these policies are administered by the life insurance carriers and the income we receive (i.e. increases or decreases in the cash surrender value of the policies) on these policies is dependent upon the returns the insurance carriers are able to earn on the underlying investments that support these policies. Earnings on these policies are generally not taxable.

Net securities gains (losses) consist of realized gains and losses on the sale of securities and other-than-temporary impairment charges. Net losses realized on the sale of securities were $235,000 and $197,000, respectively, for the third quarter and first nine months of 2014, compared to none for the third quarter of 2013 and net gains on the sale of securities of $679,000 for the first nine months of 2013. The Company recorded an other-than-temporary impairment charge of $333,000 in the first quarter of 2014 related to securities management intended to sell at March 31, 2014. Subsequent to March 31, 2014, the Company sold available-for-sale agency residential mortgage-backed securities (RMBS) with a fair value of $18.9 million and realized the expected loss of approximately $333,000. The Company incurred no other-than-temporary impairment charges in the first nine months of 2013.

Noninterest Expense

(Dollars in thousands)	Quarter ended September 30, 2014	2013	Nine months ended September 30, 2014	2013
Salaries and benefits	$ 2,199	$ 2,139	$ 6,701	$ 6,503
Net occupancy and equipment	346	346	1,039	1,010
Professional fees	204	197	635	582
FDIC and other regulatory assessments	125	130	399	467
Other real estate owned, net	(237)	68	(181)	111
Prepayment penalty on long-term debt		541		2,012
Other	947	853	2,731	2,539
Total noninterest expense	$ 3,584	$ 4,274	$ 11,324	$ 13,224

The increase in salaries and benefits expense reflected routine annual increases.

The increase in net occupancy and equipment expense was primarily due to a decrease in rental income. During the fourth quarter of 2013, the Company sold an office building in downtown Auburn that was leased to third party tenants.

The decrease in FDIC and other regulatory assessments expense was primarily due to a decrease in the Bank s quarterly assessment rate as several variables utilized by the FDIC in calculating our deposit insurance assessments improved.

The decrease in OREO expense, net was primarily due to gains realized on the sale of certain OREO properties.

During the third quarter and first nine months of 2013, respectively, the Company repaid $5.0 million and $25.0 million of long-term debt with weighted average interest rates of 3.58% and 3.42% and incurred prepayment penalties of $0.5 million and $2.0 million.

Income Tax Expense

Income tax expense was approximately $2.0 million for the first nine months of 2014, compared to $1.8 million in the first nine months of 2013. The Company s effective tax rate for the first nine months of 2014 was 26.96%, compared to 24.93% in the first nine months of 2013. The increase in the Company s effective tax rate was primarily due to a decrease in tax exempt interest income as our holdings of municipal securities have declined. In addition, as earnings before income taxes increases, the impact of tax preference items, such as tax exempt interest income, on the Company s effective tax rate is reduced.

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BALANCE SHEET ANALYSIS

Securities

Securities available-for-sale were $264.8 million at September 30, 2014, a decrease of $6.4 million, or 2%, compared to $271.2 million at December 31, 2013. This decline was primarily due to a decrease of $15.1 million in the amortized cost basis of securities available-for-sale as proceeds from sales, calls, and maturities were not reinvested. This decrease was partially offset by changes in unrealized gains (losses) on securities available-for-sale of $8.7 million, reflecting price gains as long-term interest rates fell during the first nine months of 2014.

The average tax-equivalent yields earned on total securities were 3.13% in the first nine months of 2014 and 3.05% in the first nine months of 2013.

Loans

		2014			2013	
		Third	Second	First	Fourth	Third
(In thousands)		Quarter	Quarter	Quarter	Quarter	Quarter
Commercial and industrial	$	52,868	52,054	54,632	57,780	58,766
Construction and land development		34,189	32,461	31,275	36,479	37,062
Commercial real estate		190,077	187,241	178,721	174,920	170,520
Residential real estate		106,555	102,921	101,433	101,706	102,565
Consumer installment		11,535	11,686	11,766	12,893	12,170
Total loans		395,224	386,363	377,827	383,778	381,083
Less: unearned income		(622)	(537)	(477)	(439)	(378)
Loans, net of unearned income	$	394,602	385,826	377,350	383,339	380,705

Total loans, net of unearned income, were $394.6 million at September 30, 2014, compared to $383.3 million at December 31, 2013. The increase was primarily due to growth in commercial real estate and residential real estate loans of $15.2 million and $4.8 million, respectively. This increase was partially offset by decreases in construction and land development loans and commercial and industrial loans of $2.3 million and $4.9 million, respectively. Four loan categories represented the majority of the loan portfolio at September 30, 2014: commercial real estate (48%), residential real estate (27%), construction and land development (9%) and commercial and industrial (13%). Approximately 27% of the Company s commercial real estate loans were classified as owner-occupied at September 30, 2014.

Within the residential real estate portfolio segment, the Company had junior lien mortgages of approximately $16.1 million, or 4% of total loans, at September 30, 2014, compared to $15.8 million, or 4% of total loans, at December 31, 2013. For residential real estate mortgage loans with a consumer purpose, approximately $1.7 million and $1.2 million required interest-only payments at September 30, 2014 and December 31, 2013, respectively. The Company s residential real estate mortgage portfolio does not include any option ARM loans, subprime loans, or any material amount of other high-risk consumer mortgage products.

Purchased loan participations included in the Company s loan portfolio were approximately $1.5 million and $1.4 million, respectively, at September 30, 2014 and December 31, 2013. All purchased loan participations are underwritten by the Company independent of the selling bank. In addition, all loans, including purchased participations, are evaluated for collectability during the course of the Company s normal loan review procedures. If the Company deems a participation loan impaired, it applies the same accounting policies and procedures described under CRITICAL ACCOUNTING POLICIES Allowance for Loan Losses .

The average yield earned on loans and loans held for sale was 5.05% in the first nine months of 2014 and 5.32% in the first nine months of 2013.

The specific economic and credit risks associated with our loan portfolio include, but are not limited to, the effects of current economic conditions on our borrowers cash flows, real estate market sales volumes, valuations, availability and cost of financing properties, real estate industry concentrations, deterioration in certain credits, interest rate fluctuations, reduced collateral values or non-existent collateral, title defects, inaccurate appraisals, financial deterioration of borrowers, fraud, and any violation of applicable laws and regulations.

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The Company attempts to reduce these economic and credit risks by adhering to loan to value guidelines for collateralized loans, investigating the creditworthiness of borrowers and monitoring borrowers financial position. Also, we establish and periodically review our lending policies and procedures. Banking regulations limit a bank s credit exposure by prohibiting unsecured loan relationships that exceed 10% of its capital accounts; or 20% of capital accounts if loans in excess of 10% are fully secured. Under these regulations, we are prohibited from having unsecured loan relationships in excess of approximately $16.6 million. Furthermore, we have an internal limit for aggregate credit exposure (loans outstanding plus unfunded commitments) to a single borrower of $14.9 million. Our loan policy requires that the Loan Committee of the Board of Directors approve any loan relationships that exceed this internal limit. At September 30, 2014, the Bank had no loan relationships exceeding these limits.

We periodically analyze our commercial loan portfolio to determine if a concentration of credit risk exists in any one or more industries. We use classification systems broadly accepted by the financial services industry in order to categorize our commercial borrowers. Loan concentrations to borrowers in the following classes exceeded 25% of the Bank s total risk-based capital at September 30, 2014 (and related balances at December 31, 2013).

(In thousands)	**September 30, 2014**	**December 31, 2013**
Lessors of 1 to 4 family residential properties	$ 42,692	$ 43,835
Multi-family residential properties	36,230	27,673
Shopping centers	30,448	29,953

Allowance for Loan Losses

The Company maintains the allowance for loan losses at a level that management believes appropriate to adequately cover the Company s estimate of probable losses inherent in the loan portfolio. At September 30, 2014 and December 31, 2013, the allowance for loan losses was $4.8 million and $5.3 million, respectively, which management believed to be adequate at each of the respective dates. The judgments and estimates associated with the determination of the allowance for loan losses are described under CRITICAL ACCOUNTING POLICIES.

A summary of the changes in the allowance for loan losses and certain asset quality ratios for the third quarter of 2014 and the previous four quarters is presented below.

	2014			**2013**	
(Dollars in thousands)	**Third Quarter**	**Second Quarter**	**First Quarter**	**Fourth Quarter**	**Third Quarter**
Balance at beginning of period	$ 4,728	4,711	5,268	5,946	6,457
Charge-offs:					
Commercial and industrial		(46)		(269)	(177)
Construction and land development			(236)		
Commercial real estate					(144)
Residential real estate	(287)	(41)	(31)	(250)	(103)
Consumer installment	(39)	(8)	(36)	(198)	(137)
Total charge-offs	(326)	(95)	(303)	(717)	(561)
Recoveries	52	112	146	39	50
Net (charge-offs) recoveries	(274)	17	(157)	(678)	(511)
Provision for loan losses	300		(400)		

Ending balance	$	4,754	4,728	4,711	5,268	5,946
as a % of loans		1.20%	1.23	1.25	1.37	1.56
as a % of nonperforming loans		281%	169	148	124	134
Net charge-offs (recoveries) as % of average loans (a)		0.37%	(0.02)	0.17	0.71	0.53

(a) Net charge-offs (recoveries) are annualized.

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As described under CRITICAL ACCOUNTING POLICIES, management assesses the adequacy of the allowance prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolios, past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan loss rates and other pertinent factors. This evaluation is inherently subjective as it requires various material estimates and judgments, including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. The ratio of our allowance for loan losses to total loans outstanding was 1.20% at September 30, 2014, compared to 1.37% at December 31, 2013. In the future, the allowance to total loans outstanding ratio will increase or decrease to the extent the factors that influence our quarterly allowance assessment in their entirety either improve or weaken. In addition, our regulators, as an integral part of their examination process, will periodically review the Company s allowance for loan losses, and may require the Company to make additional provisions to the allowance for losses based on their judgement about information available to them at the time of their examinations.

At September 30, 2014, the ratio of our allowance for loan losses as a percentage of nonperforming loans was 281%, compared to 124% at December 31, 2013. The increase primarily relates to a $2.1 million decrease in the recorded investment of nonperforming loans with a related allowance for loan losses of $0.1 million at December 31, 2013.

At September 30, 2014, the Company s recorded investment in loans considered impaired was $3.5 million, with a corresponding valuation allowance (included in the allowance for loan losses) of $0.2 million. At December 31, 2013, the Company s recorded investment in loans considered impaired was $5.6 million, with a corresponding valuation allowance (included in the allowance for loan losses) of $0.3 million.

Nonperforming Assets

At September 30, 2014, the Company had $2.9 million in nonperforming assets, compared to $8.1 million at December 31, 2013. The decrease was primarily due to a decline in nonperforming loans and other real estate owned of $2.6 million and $2.7 million, respectively.

The table below provides information concerning total nonperforming assets and certain asset quality ratios for the third quarter of 2014 and the previous four quarters.

		2014			2013
(Dollars in thousands)	**Third Quarter**	**Second Quarter**	**First Quarter**	**Fourth Quarter**	**Third Quarter**
Nonperforming assets:					
Nonaccrual loans	$ 1,690	2,804	3,188	4,261	4,425
Other real estate owned	1,215	1,584	3,111	3,884	4,585
Total nonperforming assets	$ 2,905	4,388	6,299	8,145	9,010
as a % of loans and other real estate owned	0.73%	1.13	1.66	2.10	2.34
as a % of total assets	0.37%	0.57	0.81	1.08	1.21
Nonperforming loans as a % of total loans	0.43%	0.73	0.84	1.11	1.16
Accruing loans 90 days or more past due	$ 76	71	131	73	99

The table below provides information concerning the composition of nonaccrual loans for the third quarter of 2014 and the previous four quarters.

		2014			2013
(In thousands)	**Third Quarter**	**Second Quarter**	**First Quarter**	**Fourth Quarter**	**Third Quarter**
Nonaccrual loans:					

Commercial and industrial	$	56	52	54	55	56
Construction and land development		615	963	1,371	1,582	1,592
Commercial real estate		482	486	710	1,456	1,467
Residential real estate		533	1,303	1,046	1,168	1,310
Consumer installment		4		7		
Total nonaccrual loans	$	1,690	2,804	3,188	4,261	4,425

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The Company discontinues the accrual of interest income when (1) there is a significant deterioration in the financial condition of the borrower and full repayment of principal and interest is not expected or (2) the principal or interest is 90 days or more past due, unless the loan is both well-secured and in the process of collection. At September 30, 2014, the Company had $1.7 million in loans on nonaccrual, compared to $4.3 million at December 31, 2013.

At September 30, 2014, there were $76,000 in loans 90 days or more past due and still accruing interest compared to $73,000 at December 31, 2013.

The table below provides information concerning the composition of other real estate owned for the third quarter of 2014 and the previous four quarters.

	2014			2013	
(In thousands)	**Third Quarter**	**Second Quarter**	**First Quarter**	**Fourth Quarter**	**Third Quarter**
Other real estate owned:					
Commercial:					
Buildings	$		1,515	1,772	1,829
Developed lots	882	1,260	1,260	1,260	1,275
Residential	333	324	336	852	1,481
Total other real estate owned	$ 1,215	1,584	3,111	3,884	4,585

At September 30, 2014 and December 31, 2013, respectively, the Company held $1.2 million and $3.9 million in OREO, which we acquired from borrowers. At September 30, 2014, approximately 73% of the total balance in OREO related to properties acquired from one borrower.

Potential Problem Loans

Potential problem loans represent those loans with a well-defined weakness and where information about possible credit problems of a borrower has caused management to have serious doubts about the borrower s ability to comply with present repayment terms. This definition is believed to be substantially consistent with the standards established by the Federal Reserve, the Company s primary regulator, for loans classified as substandard, excluding nonaccrual loans. Potential problem loans, which are not included in nonperforming assets, amounted to $7.9 million, or 2.0% of total loans at September 30, 2014, compared to $10.6 million, or 2.7% of total loans at December 31, 2013.

The table below provides information concerning the composition of performing potential problem loans for the third quarter of 2014 and the previous four quarters.

	2014			2013	
(In thousands)	**Third Quarter**	**Second Quarter**	**First Quarter**	**Fourth Quarter**	**Third Quarter**
Potential problem loans:					
Commercial and industrial	$ 429	397	449	482	750
Construction and land development	567	575	678	1,101	1,118
Commercial real estate	887	975	1,211	1,683	1,700
Residential real estate	5,898	4,754	5,913	7,182	7,417
Consumer installment	116	111	106	146	161
Total potential problem loans	$ 7,897	6,812	8,357	10,594	11,146

At September 30, 2014, approximately \$0.5 million or 6.3% of total potential problem loans were past due at least 30 days but less than 90 days. At September 30, 2014, the remaining balance of potential problem loans were current or past due less than 30 days.

The following table is a summary of the Company s performing loans that were past due at least 30 days but less than 90 days for the third quarter of 2014 and the previous four quarters.

	2014			2013	
(In thousands)	**Third Quarter**	**Second Quarter**	**First Quarter**	**Fourth Quarter**	**Third Quarter**
Performing loans past due 30 to 89 days:					
Commercial and industrial	$ 245	277	191	167	444
Construction and land development	190	192	157	14	
Commercial real estate	203		461	861	49
Residential real estate	221	832	1,834	1,343	489
Consumer installment	59	110	86	100	40
Total	$ 918	1,411	2,729	2,485	1,022

Deposits

Total deposits were $680.8 million at September 30, 2014, compared to $668.8 million at December 31, 2013. Noninterest bearing deposits were $127.5 million, or 18.7% of total deposits, at September 30, 2014, compared to $125.7 million, or 18.8% of total deposits at December 31, 2013.

The average rate paid on total interest-bearing deposits was 0.90% in the first nine months of 2014 and 1.03% in the first nine months of 2013.

Other Borrowings

Other borrowings consist of short-term borrowings and long-term debt. Short-term borrowings consist of federal funds purchased and securities sold under agreements to repurchase with an original maturity less than one year. The Bank had available federal funds lines totaling $38.0 million with none outstanding at September 30, 2014, compared to $41.0 million and none outstanding at December 31, 2013. Securities sold under agreements to repurchase totaled $4.3 million and $3.4 million at September 30, 2014 and December 31, 2013, respectively.

The average rate paid on short-term borrowings was 0.52% in the first nine months of 2014 and 0.48% in the first nine months of 2013.

Long-term debt includes FHLB advances with an original maturity greater than one year and subordinated debentures related to trust preferred securities. The Bank had $5.0 million in long-term FHLB advances at both September 30, 2014 and December 31, 2013. At both September 30, 2014 and December 31, 2013, the Bank had $7.2 million in junior subordinated debentures related to trust preferred securities outstanding.

The average rate paid on long-term debt was 3.43% in the first nine months of 2014 and 3.60% in the first nine months of 2013.

CAPITAL ADEQUACY

The Company s consolidated stockholders equity was $73.2 million and $64.5 million as of September 30, 2014 and December 31, 2013, respectively. The change from December 31, 2013 was primarily driven by net earnings of $5.6 million and other comprehensive income due to the change in unrealized gains (losses) on securities available-for-sale, net-of-tax, of $5.5 million, partially offset by cash dividends paid of $2.4 million.

The Company s tier 1 leverage ratio was 10.26%, tier 1 risk-based capital ratio was 17.43% and total risk-based capital ratio was 18.50% at September 30, 2014. These ratios exceed the minimum regulatory capital percentages of 5.0% for tier 1 leverage ratio, 6.0% for tier 1 risk-based capital ratio and 10.0% for total risk-based capital ratio to be considered well-capitalized. Based on current regulatory standards, the Company is classified as well capitalized.

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MARKET AND LIQUIDITY RISK MANAGEMENT

Management s objective is to manage assets and liabilities to provide a satisfactory, consistent level of profitability within the framework of established liquidity, loan, investment, borrowing, and capital policies. The Bank s Asset Liability Management Committee (ALCO) is charged with the responsibility of monitoring these policies, which are designed to ensure acceptable composition of asset/liability mix. Two critical areas of focus for ALCO are interest rate sensitivity and liquidity risk management.

Interest Rate Sensitivity Management

In the normal course of business, the Company is exposed to market risk arising from fluctuations in interest rates. ALCO measures and evaluates interest rate risk so that the Bank can meet customer demands for various types of loans and deposits. Measurements used to help manage interest rate sensitivity include an earnings simulation model and an economic value of equity model.

Management uses earnings simulation modeling to estimate and manage interest rate risk. Forecasted levels of earning assets, interest-bearing liabilities, and off-balance sheet financial instruments are combined with ALCO forecasts of market interest rates for the next 12 months and are combined with other factors in order to produce various earnings simulations and estimates. To limit interest rate risk, we have guidelines for earnings at risk which seek to limit the variance of net interest income to less than a 10% decline for a 200 basis point change up or down in rates from management s flat interest rate forecast over the next twelve months. The results of our current simulation model indicate that we were in compliance with our current guidelines at September 30, 2014.

Economic value of equity measures the extent that estimated economic values of our assets, liabilities and off-balance sheet items will change as a result of interest rate changes. Economic values are estimated by discounting expected cash flows from assets, liabilities and off-balance sheet items, which establishes a base case economic value of equity. To help limit interest rate risk, we have a guideline stating that for a 200 basis point instantaneous change in interest rates up or down, the economic value of equity should not decrease by more than 25%. The results of our current economic value of equity model indicate that we were in compliance with our guidelines at September 30, 2014.

Each of the above analyses may not, on its own, be an accurate indicator of how our net interest income will be affected by changes in interest rates. Income associated with interest-earning assets and costs associated with interest-bearing liabilities may not be affected uniformly by changes in interest rates. In addition, the magnitude and duration of changes in interest rates may have a significant impact on net interest income. For example, although certain assets and liabilities may have similar maturities or periods of repricing, they may react in different degrees to changes in market interest rates, and other economic and market factors, including market perceptions. Interest rates on certain types of assets and liabilities fluctuate in advance of changes in general market rates, while interest rates on other types of assets and liabilities may lag behind changes in general market rates. In addition, certain assets, such as adjustable rate mortgage loans, have features (generally referred to as interest rate caps and floors) which limit changes in interest rates. Prepayment and early withdrawal levels also could deviate significantly from those assumed in calculating the maturity of certain instruments. The ability of many borrowers to service their debts also may decrease during periods of rising interest rates or economic stress, which may differ across industries and economic sectors. ALCO reviews each of the above interest rate sensitivity analyses along with several different interest rate scenarios in seeking satisfactory, consistent levels of profitability within the framework of the Company s established liquidity, loan, investment, borrowing, and capital policies.

The Company may also use derivative financial instruments to improve the balance between interest-sensitive assets and interest-sensitive liabilities and as one tool to manage interest rate sensitivity while continuing to meet the credit and deposit needs of our customers. From time to time, the Company may enter into interest rate swaps (swaps) to facilitate customer transactions and meet their financing needs. These swaps qualify as derivatives, but are not designated as hedging instruments. At September 30, 2014 and December 31, 2013, the Company had no derivative contracts designated as part of a hedging relationship to assist in managing its interest rate sensitivity.

Liquidity Risk Management

Liquidity is the Company s ability to convert assets into cash equivalents in order to meet daily cash flow requirements, primarily for deposit withdrawals, loan demand and maturing obligations. Without proper management of its liquidity, the Company could experience higher costs of obtaining funds due to insufficient liquidity, while excessive liquidity can lead to a decline in earnings due to the cost of foregoing alternative higher-yielding investment opportunities.

Liquidity is managed at two levels. The first is the liquidity of the Company. The second is the liquidity of the Bank. The management of liquidity at both levels is essential, because the Company and the Bank are separate legal entities with different funding needs and sources, and each are subject to regulatory guidelines and requirements.

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The primary source of funding and the primary source of liquidity for the Company include dividends received from the Bank, and secondarily proceeds from the possible issuance of common stock or other securities. Primary uses of funds for the Company include dividends paid to stockholders, stock repurchases, and interest payments on junior subordinated debentures issued by the Company in connection with trust preferred securities. The junior subordinated debentures are presented as long-term debt in the accompanying consolidated balance sheets and the related trust preferred securities are currently includible in Tier 1 Capital for regulatory capital purposes.

Primary sources of funding for the Bank include customer deposits, other borrowings, repayment and maturity of securities, sales of securities, and sale and repayment of loans. The Bank has access to federal funds lines from various banks and borrowings from the Federal Reserve discount window. In addition to these sources, the Bank has participated in the FHLB s advance program to obtain funding for its growth. Advances include both fixed and variable terms and are taken out with varying maturities. At September 30, 2014, the Bank had a remaining available line of credit with the FHLB totaling $222.8 million. At September 30, 2014, the Bank also had $38.0 million of available federal funds lines with none outstanding. Primary uses of funds include repayment of maturing obligations and growing the loan portfolio.

Management believes that the Company and the Bank have adequate sources of liquidity to meet all known contractual obligations and unfunded commitments, including loan commitments and reasonable borrower, depositor, and creditor requirements over the next twelve months.

Off-Balance Sheet Arrangements, Commitments and Contingencies

At September 30, 2014, the Bank had outstanding standby letters of credit of $8.1 million and unfunded loan commitments outstanding of $46.9 million. Because these commitments generally have fixed expiration dates and many will expire without being drawn upon, the total commitment level does not necessarily represent future cash requirements. If needed to fund these outstanding commitments, the Bank could liquidate federal funds sold or a portion of securities available-for-sale, or draw on its available credit facilities.

Mortgage lending activities

Since 2009, we have primarily sold residential mortgage loans in the secondary market to Fannie Mae while retaining the servicing of these loans. The sale agreements for these residential mortgage loans with Fannie Mae and other investors include various representations and warranties regarding the origination and characteristics of the residential mortgage loans. Although the representations and warranties vary among investors, they typically cover ownership of the loan, validity of the lien securing the loan, the absence of delinquent taxes or liens against the property securing the loan, compliance with loan criteria set forth in the applicable agreement, compliance with applicable federal, state, and local laws, among other matters.

As of September 30, 2014, the unpaid principal balance of the residential mortgage loans, which we have originated and sold, but retained the servicing rights was $361.0 million. Although these loans are generally sold on a non-recourse basis, except for breaches of customary seller representations and warranties, we may have to repurchase residential mortgage loans in cases where we breach such representations or warranties or the other terms of the sale, such as where we fail to deliver required documents or the documents we deliver are defective. Investors also may require the repurchase of a mortgage loan when an early payment default underwriting review reveals significant underwriting deficiencies, even if the mortgage loan has subsequently been brought current. Repurchase demands are typically reviewed on an individual loan by loan basis to validate the claims made by the investor and to determine if a contractually required repurchase event has occurred. We seek to reduce and manage the risks of potential repurchases or other claims by mortgage loan investors through our underwriting, quality assurance and servicing practices, including good communications with our residential mortgage investors.

We were not required to repurchase any residential mortgage loans in the first nine months of 2014 or during the full year 2013.

We service all residential mortgage loans originated and sold by us to Fannie Mae. As servicer, our primary duties are to: (1) collect payments due from borrowers; (2) advance certain delinquent payments of principal and interest; (3) maintain and administer any hazard, title, or primary mortgage insurance policies relating to the mortgage loans; (4) maintain any required escrow accounts for payment of taxes and insurance and administer escrow payments; and (5) foreclose on defaulted mortgage loans or take other actions to mitigate the potential losses to investors consistent with the agreements governing our rights and duties as servicer.

The agreement under which we act as servicer generally specifies a standard of responsibility for actions taken by us in such capacity and provides protection against expenses and liabilities incurred by us when acting in compliance with the respective servicing agreements. However, if we commit a material breach of our obligations as servicer, we may be

subject to termination if the breach is not cured within a specified period following notice. The standards governing servicing and the possible remedies for violations of such standards are determined by servicing guides issued by Fannie Mae as well as the contract provisions established between Fannie Mae and the Bank. Remedies could include repurchase of an affected loan.

Although to date repurchase requests related to representation and warranty provisions, and servicing activities have been limited, it is possible that requests to repurchase mortgage loans may increase in frequency if investors more aggressively pursue all means of recovering losses on their purchased loans. As of September 30, 2014, we believe that this exposure is not material due to the historical level of repurchase requests and loss trends, in addition to the fact that 99.5% of our residential mortgage loans serviced for Fannie Mae were current as of such date. We maintain ongoing communications with our investors and will continue to evaluate this exposure by monitoring the level and number of repurchase requests as well as the delinquency rates in our investor portfolios.

Effects of Inflation and Changing Prices

The Condensed Consolidated Financial Statements and related consolidated financial data presented herein have been prepared in accordance with U.S. generally accepted accounting principles and practices within the banking industry which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution s performance than the effects of general levels of inflation.

CURRENT ACCOUNTING DEVELOPMENTS

The following Accounting Standards Updates (Updates or ASUs) have been issued by the FASB but are not yet effective.

ASU 2014-01, *Accounting for Investments in Qualified Affordable Housing Projects*;

ASU 2014-04, *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure;*

ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity;*

ASU 2014-09, *Revenue from Contracts with Customers (Topic 606);*

ASU 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures; and*

ASU 2014-14, *Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure.*

Information about these pronouncements is described in more detail below.

ASU 2014-01, *Accounting for Investments in Qualified Affordable Housing Project*s, amends the criteria a company must meet to elect to account for investments in qualified affordable housing projects using a method other than the cost or equity methods. If the criteria are met, a company is permitted to amortize the initial investment cost in proportion to and over the same period as the total tax benefits the company expects to receive. The amortization of the initial investment cost and tax benefits are to be recorded in the income tax expense line. The Update also requires new disclosures about all investments in qualified affordable housing projects regardless of the accounting method used. These changes are effective for the Company in the first quarter of 2015 with retrospective application. Early adoption is permitted. Adoption of this ASU will not have a material impact on the consolidated financial statements of the Company.

ASU 2014-04, *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*, clarifies the timing of when a creditor is considered to have taken physical possession of residential real estate collateral for a consumer mortgage loan, resulting in the reclassification of the loan receivable to real estate owned. A creditor has taken physical possession of the property when either (1) the creditor obtains legal title through foreclosure, or (2) the borrower transfers all interests in the property to the creditor via a deed in lieu of foreclosure or a similar legal agreement. The Update also requires disclosure of the amount of foreclosed residential real estate property held by the creditor and the recorded investment in residential real estate mortgage loans that are in process of foreclosure. These changes are effective for the Company in the first quarter of 2015 with retrospective application. Early adoption is permitted. Adoption of this ASU will not have a material impact on the consolidated financial statements of the Company.

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ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, changes the definition and reporting requirements for discontinued operations. Under the new guidance, an entity s disposal of a component or group of components must be reported in discontinued operations if the disposal is a strategic shift that has or will have a significant effect on the entity s operations and financial results. Major strategic shifts include disposals of a major geographic area or line of business. This guidance also requires new disclosures on discontinued operations. These changes are effective for the Company in the first quarter 2015 with prospective application. Early adoption is permitted for disposals that have not been previously reported. Adoption of this ASU will not have a material impact on the consolidated financial statements of the Company.

ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, provides a comprehensive and converged standard on revenue recognition. The new guidance is intended to improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects consideration to which the entity expects to be entitled in exchange for those goods and services. This guidance also requires new qualitative and quantitative disclosures related to revenue from contracts with customers. These changes are effective for the Company in the first quarter 2017 with retrospective application to each prior reporting period or with the cumulative effect of initially applying this Update recognized at the date of initial application. Early adoption is not permitted. The Company is evaluating the impact this ASU will have on our consolidated financial statements.

ASU 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*, changes current accounting and expands secured borrowing accounting for repurchase-to-maturity transactions and repurchase financings. This guidance requires new disclosures for certain repurchase agreements and similar transactions that identify which items are accounted for as secured borrowings and which items are accounted for as sales. These changes are effective for the Company in the first quarter 2015. The Company will be required to present changes in accounting for transactions outstanding as of January 1, 2015 as a cumulative-effect adjustment to retained earnings at the same date. Early adoption is not permitted. Adoption of this ASU will not have a material impact on the consolidated financial statements of the Company.

ASU No. 2014-14, *Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure,* clarifies how creditors classify government-guaranteed mortgage loans, including FHA or VA guaranteed loans, upon foreclosure. Some creditors reclassify those loans to real estate consistent with other foreclosed loans that do not have guarantees; others reclassify the loans to other receivables. The amendments in this guidance require that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: (1) The loan has a government guarantee that is not separable from the loan before foreclosure; (2) At the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim; and (3) At the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. These changes are effective for the Company in the first quarter of 2015 with prospective or modified retrospective application. Early adoption is permitted. Adoption of this ASU will not have a material impact on the consolidated financial statements of the Company.

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Table 1 Explanation of Non-GAAP Financial Measures

In addition to results presented in accordance with U.S. generally accepted accounting principles (GAAP), this quarterly report on Form 10-Q includes certain designated net interest income amounts presented on a tax-equivalent basis, a non-GAAP financial measure, including the presentation of total revenue and the calculation of the efficiency ratio.

The Company believes the presentation of net interest income on a tax-equivalent basis provides comparability of net interest income from both taxable and tax-exempt sources and facilitates comparability within the industry. Although the Company believes these non-GAAP financial measures enhance investors understanding of its business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP. The reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures are presented below.

		2014			2013	
(in thousands)		Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Net interest income (GAAP)	**$**	**5,448**	**5,253**	**5,270**	**5,279**	**5,270**
Tax-equivalent adjustment		321	312	324	342	351
Net interest income (Tax-equivalent)	**$**	**5,769**	**5,565**	**5,594**	**5,621**	**5,621**

		Nine months ended September 30,	
(In thousands)		2014	2013
Net interest income (GAAP)	**$**	**15,971**	**15,643**
Tax-equivalent adjustment		957	1,098
Net interest income (Tax-equivalent)	$	16,928	16,741

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Table 2 Selected Quarterly Financial Data

		2014			2013
(Dollars in thousands, except per share amounts)	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Results of Operations					
Net interest income (a)	$ 5,769	5,565	5,594	5,621	5,621
Less: tax-equivalent adjustment	321	312	324	342	351
Net interest income (GAAP)	5,448	5,253	5,270	5,279	5,270
Noninterest income	1,017	1,081	756	2,140	1,432
Total revenue	6,465	6,334	6,026	7,419	6,702
Provision for loan losses	300		(400)		
Noninterest expense	3,584	3,792	3,948	5,188	4,274
Income tax expense	709	683	657	501	636
Net earnings	$ 1,872	1,859	1,821	1,730	1,792
Per share data:					
Basic and diluted net earnings	$ 0.51	0.51	0.50	0.47	0.49
Cash dividends declared	0.215	0.215	0.215	0.21	0.21
Weighted average shares outstanding:					
Basic and diluted	3,643,328	3,643,295	3,643,161	3,643,110	3,643,028
Shares outstanding, at period end	3,643,328	3,643,328	3,643,173	3,643,118	3,643,058
Book value	$ 20.09	19.84	18.74	17.70	18.06
Common stock price					
High	$ 24.92	25.00	25.80	25.75	24.71
Low	23.17	22.90	23.20	23.93	22.00
Period end:	24.64	24.02	23.20	25.00	24.40
To earnings ratio	12.38x	12.19	11.72	12.89	12.64
To book value	123%	121	124	141	135
Performance ratios:					
Return on average equity	10.19%	10.72	11.11	10.33	10.78
Return on average assets	0.97%	0.96	0.96	0.92	0.95
Dividend payout ratio	42.16%	42.16	43.00	44.68	42.86
Asset Quality:					
Allowance for loan losses as a % of:					
Loans	1.20%	1.23	1.25	1.37	1.56
Nonperforming loans	281%	169	148	124	134
Nonperforming assets as a % of:					
Loans and foreclosed properties	0.73%	1.13	1.66	2.10	2.34
Total assets	0.37%	0.57	0.81	1.08	1.21
Nonperforming loans as a % of total loans	0.43%	0.73	0.84	1.11	1.16
Annualized net charge-offs (recoveries) as a % of average loans	0.28%	(0.02)	0.17	0.71	0.53
Capital Adequacy:					
Tier 1 risk-based capital ratio	17.43%	17.45	17.55	17.19	17.29
Total risk-based capital ratio	18.50%	18.53	18.64	18.40	18.55
Tier 1 Leverage Ratio	10.26%	10.07	10.03	10.10	9.96
Other financial data:					
Net interest margin (a)	3.16%	3.09	3.20	3.20	3.19
Effective income tax rate	27.47%	26.87	26.51	22.46	26.19
Efficiency ratio (b)	52.81%	57.06	62.17	66.85	60.60
Selected average balances:					
Securities	$ 274,155	274,305	268,013	260,091	265,380
Loans, net of unearned income	389,392	378,994	377,322	379,450	383,460
Total assets	771,685	772,326	762,153	748,894	751,311
Total deposits	678,738	684,613	678,324	653,825	651,334
Long-term debt	12,217	12,217	12,217	21,347	26,782

Total stockholders equity	73,499	69,367	65,556	67,015	66,485
Selected period end balances:					
Securities	$ 264,827	276,953	279,989	271,219	259,467
Loans, net of unearned income	394,602	385,826	377,350	383,339	380,705
Allowance for loan losses	4,754	4,728	4,711	5,268	5,946
Total assets	781,136	775,128	773,333	751,343	744,602
Total deposits	680,763	684,181	687,088	668,844	650,421
Long-term debt	12,217	12,217	12,217	12,217	22,217
Total stockholders equity	73,193	72,291	68,284	64,485	65,807

(a) Tax-equivalent. See Table 1 Explanation of Non-GAAP Financial Measures.
(b) Efficiency ratio is the result of noninterest expense divided by the sum of noninterest income and tax-equivalent net interest income.

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Table 3 Selected Financial Data

(Dollars in thousands, except per share amounts)	Nine months ended September 30, 2014	2013
Results of Operations		
Net interest income (a)	$ 16,928	16,741
Less: tax-equivalent adjustment	957	1,098
Net interest income (GAAP)	15,971	15,643
Noninterest income	2,854	5,158
Total revenue	18,825	20,801
Provision for loan losses	(100)	400
Noninterest expense	11,324	13,224
Income tax expense	2,049	1,789
Net earnings	$ 5,552	5,388
Per share data:		
Basic and diluted net earnings	$ 1.52	1.48
Cash dividends declared	0.645	0.63
Weighted average shares outstanding:		
Basic and diluted	3,643,262	3,642,967
Shares outstanding, at period end	3,643,328	3,643,058
Book value	$ 20.09	18.06
Common stock price		
High	$ 25.80	24.71
Low	22.90	20.80
Period end	24.64	24.40
To earnings ratio	12.38x	12.64
To book value	123%	135
Performance ratios:		
Return on average equity	10.65%	10.32
Return on average assets	0.96%	0.94
Dividend payout ratio	42.43%	42.57
Asset Quality:		
Allowance for loan losses as a % of:		
Loans	1.20%	1.56
Nonperforming loans	281%	134
Nonperforming assets as a % of:		
Loans and other real estate owned	0.73%	2.34
Total assets	0.37%	1.21
Nonperforming loans as a % of total loans	0.43%	1.16
Annualized net charge-offs as a % of average loans	0.14%	0.40
Capital Adequacy:		
Tier 1 risk-based capital ratio	17.43%	17.29
Total risk-based capital ratio	18.50%	18.55
Tier 1 Leverage Ratio	10.26%	9.96
Other financial data:		
Net interest margin (a)	3.15%	3.14
Effective income tax rate	26.96%	24.93
Efficiency ratio (b)	57.24%	60.39
Selected average balances:		
Securities	$ 272,180	264,845
Loans, net of unearned income	381,947	389,719
Total assets	768,756	763,438
Total deposits	680,560	652,687

Long-term debt		12,217	34,946
Total stockholders equity		69,503	69,586
Selected period end balances:			
Securities	$	264,827	259,467
Loans, net of unearned income		394,602	380,705
Allowance for loan losses		4,754	5,946
Total assets		781,136	744,602
Total deposits		680,763	650,421
Long-term debt		12,217	22,217
Total stockholders equity		73,193	65,807

(a) Tax-equivalent. See Table 1 Explanation of Non-GAAP Financial Measures.

(b) Efficiency ratio is the result of noninterest expense divided by the sum of noninterest income and tax-equivalent net interest income.

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Table 4 Average Balances and Net Interest Income Analysis

	Quarter ended September 30,					
	2014			2013		
(Dollars in thousands)	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
Interest-earning assets:						
Loans and loans held for sale (1)	$ 392,084	$ 4,953	5.01%	$ 386,556	$ 5,104	5.24%
Securities - taxable	211,580	1,171	2.20%	199,125	1,030	2.05%
Securities - tax-exempt (2)	62,575	943	5.98%	66,255	1,036	6.20%
Total securities	274,155	2,114	3.06%	265,380	2,066	3.09%
Federal funds sold	45,975	25	0.22%	39,533	20	0.20%
Interest bearing bank deposits	11,637	8	0.27%	8,573	17	0.79%
Total interest-earning assets	723,851	$ 7,100	3.89%	700,042	$ 7,207	4.08%
Cash and due from banks	12,808			12,230		
Other assets	35,026			39,039		
Total assets	$ 771,685			$ 751,311		
Interest-bearing liabilities:						
Deposits:						
NOW	$ 103,614	$ 82	0.31%	$ 97,262	$ 77	0.31%
Savings and money market	190,995	247	0.51%	173,674	226	0.52%
Certificates of deposits less than $100,000	100,150	282	1.12%	105,811	356	1.33%
Certificates of deposits and other time deposits of $100,000 or more	155,504	610	1.56%	156,855	685	1.73%
Total interest-bearing deposits	550,263	1,221	0.88%	533,602	1,344	1.00%
Short-term borrowings	3,929	5	0.50%	2,809	3	0.42%
Long-term debt	12,217	105	3.41%	26,782	239	3.54%
Total interest-bearing liabilities	566,409	$ 1,331	0.93%	563,193	$ 1,586	1.12%
Noninterest-bearing deposits	128,475			117,732		
Other liabilities	3,302			3,901		
Stockholders equity	73,499			66,485		
Total liabilities and stockholders equity	$ 771,685			$ 751,311		
Net interest income and margin (tax-equivalent)		$ 5,769	3.16%		$ 5,621	3.19%

(1) Average loan balances are shown net of unearned income and loans on nonaccrual status have been included in the computation of average balances.

(2) Yields on tax-exempt securities have been computed on a tax-equivalent basis using an income tax rate of 34%.

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Table 5 Average Balances and Net Interest Income Analysis

	Nine months ended September 30,					
	2014			2013		
(Dollars in thousands)	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
Interest-earning assets:						
Loans and loans held for sale (1)	$ 384,370	$ 14,509	5.05%	$ 393,148	$ 15,656	5.32%
Securities - taxable	210,680	3,561	2.26%	195,863	2,803	1.91%
Securities - tax-exempt (2)	61,500	2,813	6.12%	68,982	3,232	6.26%
Total securities	272,180	6,374	3.13%	264,845	6,035	3.05%
Federal funds sold	54,866	80	0.19%	50,372	81	0.21%
Interest bearing bank deposits	7,350	25	0.45%	3,672	17	0.62%
Total interest-earning assets	718,766	$ 20,988	3.90%	712,037	$ 21,789	4.09%
Cash and due from banks	12,777			14,018		
Other assets	37,213			37,383		
Total assets	$ 768,756			$ 763,438		
Interest-bearing liabilities:						
Deposits:						
NOW	$ 105,734	$ 252	0.32%	$ 102,294	$ 243	0.32%
Savings and money market	190,223	728	0.51%	170,086	661	0.52%
Certificates of deposits less than $100,000	102,755	899	1.17%	105,627	1,101	1.39%
Certificates of deposits and other time deposits of $100,000 or more	156,833	1,854	1.58%	155,455	2,092	1.80%
Total interest-bearing deposits	555,545	3,733	0.90%	533,462	4,097	1.03%
Short-term borrowings	3,605	14	0.52%	2,773	10	0.48%
Long-term debt	12,217	313	3.43%	34,946	941	3.60%
Total interest-bearing liabilities	571,367	$ 4,060	0.95%	571,181	$ 5,048	1.18%
Noninterest-bearing deposits	125,015			119,225		
Other liabilities	2,871			3,446		
Stockholders equity	69,503			69,586		
Total liabilities and stockholders equity	$ 768,756			$ 763,438		
Net interest income and margin (tax-equivalent)		$ 16,928	3.15%		$ 16,741	3.14%

(1) Average loan balances are shown net of unearned income and loans on nonaccrual status have been included in the computation of average balances.

(2) Yields on tax-exempt securities have been computed on a tax-equivalent basis using an income tax rate of 34%.

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Table 6 Loan Portfolio Composition

(In thousands)	2014 Third Quarter	2014 Second Quarter	2014 First Quarter	2013 Fourth Quarter	2013 Third Quarter
Commercial and industrial	$ 52,868	52,054	54,632	57,780	58,766
Construction and land development	34,189	32,461	31,275	36,479	37,062
Commercial real estate	190,077	187,241	178,721	174,920	170,520
Residential real estate	106,555	102,921	101,433	101,706	102,565
Consumer installment	11,535	11,686	11,766	12,893	12,170
Total loans	395,224	386,363	377,827	383,778	381,083
Less: unearned income	(622)	(537)	(477)	(439)	(378)
Loans, net of unearned income	394,602	385,826	377,350	383,339	380,705
Less: allowance for loan losses	(4,754)	(4,728)	(4,711)	(5,268)	(5,946)
Loans, net	$ 389,848	381,098	372,639	378,071	374,759

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Table 7 Allowance for Loan Losses and Nonperforming Assets

	2014			2013	
(Dollars in thousands)	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Allowance for loan losses:					
Balance at beginning of period	$ 4,728	4,711	5,268	5,946	6,457
Charge-offs:					
Commercial and industrial		(46)		(269)	(177)
Construction and land development			(236)		
Commercial real estate					(144)
Residential real estate	(287)	(41)	(31)	(250)	(103)
Consumer installment	(39)	(8)	(36)	(198)	(137)
Total charge-offs	(326)	(95)	(303)	(717)	(561)
Recoveries	52	112	146	39	50
Net (charge-offs) recoveries	(274)	17	(157)	(678)	(511)
Provision for loan losses	300		(400)		
Ending balance	$ 4,754	4,728	4,711	5,268	5,946
as a % of loans	1.20%	1.23	1.25	1.37	1.56
as a % of nonperforming loans	281%	169	148	124	134
Net charge-offs (recoveries) as % of average loans (a)	0.37%	(0.02)	0.17	0.71	0.53
Nonperforming assets:					
Nonaccrual loans	$ 1,690	2,804	3,188	4,261	4,425
Other real estate owned	1,215	1,584	3,111	3,884	4,585
Total nonperforming assets	$ 2,905	4,388	6,299	8,145	9,010
as a % of loans and foreclosed properties	0.73%	1.13	1.66	2.10	2.34
as a % of total assets	0.37%	0.57	0.81	1.08	1.21
Nonperforming loans as a % of total loans	0.43%	0.73	0.84	1.11	1.16
Accruing loans 90 days or more past due	$ 76	71	131	73	99

(a) Net charge-offs (recoveries) are annualized.

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Table 8 Allocation of Allowance for Loan Losses

	2014						2013			
	Third Quarter		Second Quarter		First Quarter		Fourth Quarter		Third Quarter	
(Dollars in thousands)	Amount	%*	Amount	%*	Amount	%*	Amount	%*	Amount	%*
Commercial and industrial	$ 669	13.4	$ 639	13.5	$ 482	14.5	$ 386	15.1	$ 546	15.4
Construction and land development	895	8.6	907	8.4	214	8.3	366	9.5	1,189	9.7
Commercial real estate	1,935	48.1	1,913	48.5	2,493	47.3	3,186	45.6	3,104	44.7
Residential real estate	1,083	27.0	1,095	26.6	1,256	26.8	1,114	26.5	982	26.9
Consumer installment	172	2.9	174	3.0	266	3.1	216	3.4	125	3.2
Total allowance for loan losses	$ 4,754		$ 4,728		$ 4,711		$ 5,268		$ 5,946	

* Loan balance in each category expressed as a percentage of total loans.

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Table 9 CDs and Other Time Deposits of $100,000 or More

(Dollars in thousands)	**September 30, 2014**
Maturity of:	
3 months or less	$ 26,037
Over 3 months through 6 months	19,231
Over 6 months through 12 months	33,979
Over 12 months	75,669
Total CDs and other time deposits of $100,000 or more	$ 154,916

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information called for by ITEM 3 is set forth in ITEM 2 under the caption MARKET AND LIQUIDITY RISK MANAGEMENT and is incorporated herein by reference.

ITEM 4. CONTROLS AND PROCEDURES

The Company, with the participation of its management, including its Chief Executive Officer and Principal Financial and Accounting Officer, carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation and as of the end of the period covered by this report, the Company s Chief Executive Officer and Principal Financial and Accounting Officer concluded that the Company s disclosure controls and procedures were effective to allow timely decisions regarding disclosure in its reports that the Company files or submits to the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. There have been no changes in the Company s internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the normal course of business, the Company and the Bank from time to time are involved in legal proceedings. The Company and Bank management believe there are no pending or threatened legal, governmental, or regulatory proceedings that upon resolution are expected to have a material adverse effect upon the Company s or the Bank s financial condition or results of operations. See also, Part I, Item 3 of the Company s annual report on Form 10-K for the year ended December 31, 2013.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I Item 1A. Risk Factors in our annual report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. The risks described in our annual report on Form 10-K are not the only the risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results in the future.

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

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

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ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	Certificate of Incorporation of Auburn National Bancorporation, Inc. and all amendments thereto.*
3.2	Amended and Restated Bylaws of Auburn National Bancorporation, Inc., adopted as of November 13, 2007. **
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, As Adopted Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002, by E.L. Spencer, Jr., President, Chief Executive Officer and Chairman of the Board.
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, As Adopted Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002, by David A. Hedges, Senior Vice President, Controller and Chief Financial Officer (Principal Financial and Accounting Officer).
32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002, by E.L. Spencer, Jr., President, Chief Executive Officer and Chairman of the Board.***
32.2	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002, by David A. Hedges, Senior Vice President, Controller and Chief Financial Officer (Principal Financial and Accounting Officer).***
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Incorporated by reference from Registrant s Form 10-Q dated September 30, 2002.

** Incorporated by reference from Registrant s Form 10-K dated March 31, 2008.

*** The certifications attached as exhibits 32.1 and 32.2 to this quarterly report on Form 10-Q are furnished to the Securities and Exchange Commission pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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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.

AUBURN NATIONAL BANCORPORATION, INC.

(Registrant)

Date: October 31, 2014	By: /s/ E. L. Spencer, Jr. E. L. Spencer, Jr. President, Chief Executive Officer and Chairman of the Board
Date: October 31, 2014	By: /s/ David A. Hedges David A. Hedges SVP, Controller and Chief Financial Officer (Principal Financial and Accounting Officer)