FIRST NATIONAL COMMUNITY BANCORP INC
Form 10-Q
November 12, 2013

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, 2013

OR

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

For the transition period from to

Commission File No. 000-53869

FIRST NATIONAL COMMUNITY BANCORP, INC.
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania	**23-2900790**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
102 E. Drinker St., Dunmore, PA	**18512**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code **(570) 346-7667**

(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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer o	Accelerated Filer o
Non-Accelerated Filer x	Smaller reporting company o

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

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

Common Stock, $1.25 par value	**16,457,169 shares**
(Title of Class)	(Outstanding at November 12, 2013)

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Part I - Financial Information

Item 1 - Financial Statements

FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(unaudited)

(in thousands, except share data)	September 30, 2013		December 31, 2012	
Assets				
Cash and cash equivalents:				
Cash and due from banks	$	22,858	$	21,710
Interest-bearing deposits in other banks		63,528		93,561
Total cash and cash equivalents		86,386		115,271
Securities available for sale at fair value		185,614		185,361
Securities held to maturity at amortized cost (fair value $2,420 and $2,483)		2,280		2,198
Stock in Federal Home Loan Bank of Pittsburgh, at cost		2,550		5,957
Loans held for sale		884		1,615
Loans, net of allowance for loan and lease losses of $17,618 and $18,536		638,872		579,396
Bank premises and equipment, net		16,731		18,937
Accrued interest receivable		2,320		2,199
Refundable federal income taxes		55		11,637
Intangible assets		509		632
Bank-owned life insurance		27,992		27,461
Other real estate owned		4,405		3,983
Other assets		9,927		13,627
Total Assets	$	978,525	$	968,274
Liabilities				
Deposits				
Demand (non-interest-bearing)	$	141,321	$	131,476
Interest-bearing		712,489		723,137
Total deposits		853,810		854,613
Borrowed funds				
Federal Home Loan Bank of Pittsburgh advances		37,213		18,593
Subordinated debentures		25,000		25,000
Junior subordinated debentures		10,310		10,310
Total borrowed funds		72,523		53,903
Accrued interest payable		8,234		6,427
Other liabilities		11,161		16,406
Total liabilities		945,728		931,349
Shareholders' Equity				

Preferred shares ($1.25 par)				
Authorized: 20,000,000 shares at September 30, 2013 and December 31, 2012				
Issued and outstanding: 0 shares at September 30, 2013 and December 31, 2012		-		-
Common shares ($1.25 par)				
Authorized: 50,000,000 shares at September 30, 2013 and December 31, 2012				
Issued and outstanding: 16,457,169 shares at September 30, 2013 and December 31, 2012		20,571		20,571
Additional paid-in capital		61,584		61,584
Accumulated deficit		(47,590)		(51,928)
Accumulated other comprehensive (loss) income		(1,768)		6,698
Total shareholders' equity		32,797		36,925
Total Liabilities and Shareholders’ Equity	$	978,525	$	968,274

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

(in thousands, except share data)	Three Months Ended September 30, 2013	2012	Nine Months Ended September 30, 2013	2012
Interest income				
Interest and fees on loans	$ 6,833	$ 7,148	$ 20,158	$ 22,466
Interest and dividends on securities				
U.S. government agencies	429	289	1,331	994
State and political subdivisions, tax-free	743	985	2,539	2,948
State and political subdivisions, taxable	116	117	348	366
Other securities	51	403	120	1,236
Total interest and dividends on securities	1,339	1,794	4,338	5,544
Interest on interest-bearing deposits and federal funds sold	17	43	70	143
Total interest income	8,189	8,985	24,566	28,153
Interest expense				
Deposits				
Interest-bearing demand	124	172	432	512
Savings	21	41	75	131
Time ($100,000 and over)	339	345	982	1,145
Other time	553	711	1,736	2,390
Total interest on deposits	1,037	1,269	3,225	4,178
Interest on borrowed funds				
Interest on Federal Home Loan Bank of Pittsburgh advances	149	307	403	1,061
Interest on subordinated debentures	575	574	1,706	1,712
Interest on junior subordinated debentures	51	56	153	171
Total interest on borrowed funds	775	937	2,262	2,944
Total interest expense	1,812	2,206	5,487	7,122
Net interest income before (credit) provision for loan and lease losses	6,377	6,779	19,079	21,031
(Credit) provision for loan and lease losses	(1,159)	3,792	(2,385)	3,376
Net interest income after (credit) provision for loan and lease losses	7,536	2,987	21,464	17,655
Non-interest income				
Deposit service charges	758	740	2,159	2,233
Net gain on the sale of securities	817	88	2,558	96
Gross other-than-temporary impairment ("OTTI") gains	-	2,345	-	2,565
Portion of gain recognized in OCI (before taxes)	-	(2,345)	-	(2,661)
Other-than-temporary-impairment losses recognized in earnings	-	-	-	(96)
Net gain on the sale of loans held for sale	81	249	241	739
Net gain on the sale of other real estate owned	5	106	94	260
Loan-related fees	87	115	284	364
Income from bank-owned life insurance	176	171	531	523

Other		491		190		1,288		534
Total non-interest income		2,415		1,659		7,155		4,653
Non-interest expense								
Salaries and employee benefits		3,223		3,733		9,786		10,992
Occupancy expense		529		586		1,663		1,683
Equipment expense		369		444		1,125		1,310
Advertising expense		146		102		402		390
Data processing expense		499		517		1,567		1,587
FDIC assessment		493		603		1,519		1,806
Bank shares tax		241		59		723		610
Expense of other real estate		318		1,049		768		1,453
(Credit) provision for off-balance sheet commitments		(56)		147		(232)		334
Legal expense		657		1,330		1,838		2,792
Professional fees		351		1,231		1,228		3,752
Insurance expenses		279		210		898		677
Loan collection expense		58		183		305		548
Other operating expenses		957		973		2,691		3,027
Total non-interest expense		8,064		11,167		24,281		30,961
Income (loss) before income taxes		1,887		(6,521)		4,338		(8,653)
Provision for income taxes		-		-		-		-
Net income (loss)	$	1,887	$	(6,521)	$	4,338	$	(8,653)
Earnings (loss) per share								
Basic	$	0.11	$	(0.40)	$	0.26	$	(0.53)
Diluted	$	0.11	$	(0.40)	$	0.26	$	(0.53)
Cash dividends declared per common share	$	-	$	-	$	-	$	-
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:								
Basic		16,457,169		16,442,119		16,457,169		16,442,119
Diluted		16,457,169		16,442,119		16,457,169		16,442,119

The accompanying notes to consolidated financial statements are an integral part of these statements.

FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(unaudited)

(in thousands)	Three Months Ended September 30, 2013	2012	Nine Months Ended September 30, 2013	2012
Net income (loss)	$ 1,887	$ (6,521)	$ 4,338	$ (8,653)
Other comprehensive (loss) income, net of tax:				
Unrealized (losses) gains on securities available-for-sale	(132)	4,652	(10,270)	9,769
Taxes	45	(1,583)	3,492	(3,321)
Net of tax amount	(87)	3,069	(6,778)	6,448
Non-credit related gains on OTTI securities not expected to be sold	-	2,345	-	2,565
Taxes	-	(797)	-	(873)
Net of tax amount	-	1,548	-	1,692
Reclassification adjustment for gains included in net income (loss)	(817)	(88)	(2,558)	(96)
Taxes	278	30	870	33
Net of tax amount	(539)	(58)	(1,688)	(63)
Total other comprehensive (loss) income	(626)	4,559	(8,466)	8,077
Total comprehensive income (loss)	$ 1,261	$ (1,962)	$ (4,128)	$ (576)

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Nine Months Ended September 30, 2013 and 2012
(Unaudited)

(in thousands, except per share data)	Number of Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balances, December 31, 2011	16,442,119	$20,552	$61,557	$(38,217)	$(3,967)	$39,925
Net loss for the period	-	-	-	(8,653)	-	(8,653)
Other comprehensive income, net of tax of $4,161	-	-	-	-	8,077	8,077
Balances, Sepetmber 30, 2012	16,442,119	$20,552	$61,557	$(46,870)	$4,110	$39,349
Balances, December 31, 2012	16,457,169	$20,571	$61,584	$(51,928)	$6,698	$36,925
Net income for the period	-	-	-	4,338	-	4,338
Other comprehensive loss, net of tax of $4,362	-	-	-	-	(8,466)	(8,466)
Balances, September 30, 2013	16,457,169	$20,571	$61,584	$(47,590)	$(1,768)	$32,797

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(in thousands)	Nine Months Ended September 30, 2013	2012
Cash flows from operating activities:		
Net income (loss)	$ 4,338	$ (8,653)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Investment securities amortization (accretion), net	240	(1,308)
Equity in trust	(5)	(3)
Depreciation and amortization	924	920
(Credit) provision for loan and lease losses	(2,385)	3,376
Valuation adjustment for off balance sheet commitments	(232)	334
Gain on sale of investment securities	(2,558)	(96)
Other-than-temporary-impairment losses	-	96
Gain on the sale of loans held for sale	(241)	(739)
Gain on the sale of other real estate owned	(94)	(260)
Valuation adjustment, other real estate owned	257	808
Income from bank-owned life insurance	(531)	(523)
Proceeds from the sale of loans held for sale	9,238	23,940
Funds used to originate loans held for sale	(8,266)	(23,679)
Increase in interest receivable	(121)	(325)
Decrease (increase) in refundable federal income taxes	11,582	(76)
Decrease in prepaid expenses and other assets	4,418	1,856
Increase in accrued interest payable	1,807	1,560
Decrease in accrued expenses and other liabilities	(1,562)	(2,138)
Total adjustments	12,471	3,743
Net cash provided by (used in) operating activities	16,809	(4,910)
Cash flows from investing activities:		
Maturities, calls, and principal payments of securities available for sale	12,086	26,861
Sales of securities available for sale	51,066	-
Purchases of securities available for sale	(73,997)	(21,358)
Purchases of Federal Reserve Bank stock	-	(90)
Redemption of Federal Home Loan Bank of Pittsburgh stock	3,407	1,545
Net (increase) decrease in loans to customers	(56,979)	43,181
Proceeds from the sale of other real estate owned	1,489	2,723
Purchases of property and equipment	(583)	(1,443)
Net cash (used in) provided by investing activities	(63,511)	51,419
Cash flows from financing activities:		
Net decrease in total deposits	(803)	(100,702)
Proceeds from Federal Home Loan Bank of Pittsburgh advances	32,250	-
Repayment of Federal Home Loan Bank of Pittsburgh advances	(13,630)	(15,640)
Net cash provided by (used in) financing activities	17,817	(116,342)
Net decrease in cash and cash equivalents	(28,885)	(69,833)
Cash and cash equivalents at beginning of period	115,271	168,646
Cash and cash equivalents at end of period	$ 86,386	$ 98,813

Supplemental cash flow information				
Cash paid (received) during the period for:				
Interest	$	3,680	$	5,562
Income taxes		(11,582)		-
Other transactions:				
Securities purchased, not settled		-		29,665
Securities sold, not settled		-		(6,596)
Principal balance of loans transferred to OREO		255		1,385
Transfer of bank premises and equipment to OREO		1,819		-

The accompanying notes to consolidated financial statements are an integral part of these statements.

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FIRST NATIONAL COMMUNITY BANCORP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Notes to Consolidated Financial Statements

Note 1. Basis of Presentation

The consolidated financial statements are comprised of the accounts of First National Community Bancorp, Inc., and its wholly owned subsidiary, First National Community Bank (the "Bank"), as well as the Bank's wholly owned subsidiaries (collectively, the "Company"). The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP") and general practices within the banking industry. In the opinion of management, all adjustments necessary for a fair presentation of the results for the three and nine month periods ended September 30, 2013 have been included in the consolidated financial statements. All intercompany balances and transactions have been eliminated in consolidation. Prior period amounts have been reclassified when necessary to conform to the current period's presentation. These reclassifications did not have an impact on the operating results or financial position of the Company. The operating results and financial position of the Company for the three and nine months ended September 30, 2013 may not be indicative of future results of operations and financial position.

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to change in the near term are the allowance for loan and lease losses ("ALLL"), investment security valuations, the evaluation of investment securities and other real estate owned ("OREO") for impairment, and the evaluation of deferred income taxes.

These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's audited financial statements, included in our Annual Report filed on Form 10-K as of and for the year ended December 31, 2012 and the March 31, 2013 and June 30, 2013 quarterly reports filed on Form 10-Q.

Note 2. New Authoritative Accounting Guidance

Accounting Standards Update ("ASU") No. 2011-11, Balance Sheet (Topic 210): "Disclosures about Offsetting Assets and Liabilities" requires enhanced disclosures that will enable users of its financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position. This includes the effect or potential effect of rights of setoff associated with an entity's recognized assets and recognized liabilities within the scope of this update. The amendments require enhanced disclosures by requiring improved information about financial instruments and derivative instruments that are either (1) offset in accordance with either Accounting Standards Codification Topic ("ASC") 210-20-45 or ASC 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either ASC 210-20-45 or ASC 815-10-45. The Company adopted ASU No. 2011-11 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company.

ASU No. 2012-02, Intangibles-Goodwill and Other (Topic 350): "Testing Indefinite-Lived Intangible Assets for Impairment" simplifies the guidance for testing the decline in realizable value (impairment) of indefinite-lived intangible assets other than goodwill. ASU No. 2012-02 allows an entity the option to first assess qualitative factors to determine whether it is necessary to perform the quantitative impairment test. An organization electing to perform a

qualitative assessment is no longer required to calculate the fair value of an indefinite-lived intangible asset unless the organization determines, based on a qualitative assessment, that it is "more likely than not" that the asset is impaired. The Company adopted ASU 2012-02 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company.

ASU No. 2013-01, Balance Sheet (Topic 210): "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities" clarifies the scope of transactions that are subject to the disclosures about offsetting, specifically that ordinary trade receivables and receivables are not in the scope of ASU No. 2011-11. This update applies only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are offset in accordance with specific criteria contained in FASB Accounting Standards Codification or subject to a master netting arrangement or similar agreement. The Company adopted ASU 2013-01 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company.

ASU No. 2013-02, Comprehensive Income (Topic 220): “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income” improves the transparency of reporting these reclassifications. The new amendments require an organization to: present either on the face of the statement where income is presented or in the notes to the financial statements the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income; or cross reference to other disclosures currently required under GAAP for other reclassification items to be reclassified directly to income in their entirety in the same reporting period. The amendments apply to all public and private companies that report other comprehensive income. The Company adopted ASU 2013-02 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company; however, see Note 9 to the consolidated financial statements for additional disclosures related to the adoption of ASU No. 2013-02.

Note 3. Regulatory Matters

The Bank is under a Consent Order (the “Order”) from the Office of the Comptroller of the Currency (“OCC”) dated September 1, 2010. The Company is also subject to a Written Agreement (the “Agreement”) with the Federal Reserve Bank of Philadelphia (the “Reserve Bank”) dated November 24, 2010.

OCC Consent Order. The Bank, pursuant to a Stipulation and Consent to the Issuance of a Consent Order dated September 1, 2010, without admitting or denying any wrongdoing, consented and agreed to the issuance of the Order by the OCC, the Bank’s primary regulator. The Order requires the Bank to undertake certain actions within designated timeframes, and to operate in compliance with the provisions thereof during its term. The Order is based on the results of an examination of the Bank as of March 31, 2009. Since the examination, management has engaged in ongoing discussions with the OCC and has taken steps to improve the condition, policies and procedures of the Bank. Compliance with the Order is monitored by a committee (the “Committee”) of at least three directors, none of whom is an employee or controlling shareholder of the Bank or its affiliates or a family member of any such person. The Committee is required to submit written progress reports on a monthly basis to the OCC. The Committee has submitted each of the required monthly progress reports with the OCC. The members of the Committee are John P. Moses, Joseph Coccia, Joseph J. Gentile and Thomas J. Melone. The material provisions of the Order are set forth below with a description of the status of the Bank’s effort to comply with such provisions:

(i) By October 31, 2010, the Board of Directors of the Bank (the “Board”) was required to adopt and implement a three-year strategic plan which must be submitted to the OCC for review and prior determination of no supervisory objection; the strategic plan must establish objectives for the Bank’s overall risk profile, earnings performance, growth, balance sheet mix, off-balance sheet activities, liability structure, capital adequacy, reduction in the volume of nonperforming assets, product line development, and market segments that the Bank intends to promote or develop, and is to include strategies to achieve those objectives; if the strategic plan involves the sale or merger of the Bank, it must address the timeline and steps to be followed to provide for a definitive agreement within 90 days after the receipt of a determination of no supervisory objection;

The Bank has developed a Strategic Plan that it believes complies with the Order requirements. A three-year Strategic Plan for the period January 1, 2011 to December 31, 2013 was prepared and submitted to the OCC for review. On an annual basis, the Bank prepares an updated and revised Strategic Plan. Strategic Plans for the periods January 1, 2012 to December 31, 2014 and January 1, 2013 to December 31, 2015 were submitted to the OCC for review.

(ii) by October 31, 2010, the Board was required to adopt and implement a three year capital plan, which must be submitted to the OCC for review and prior determination of no supervisory objection;

The Bank has developed a Capital Plan that it believes complies with the Order requirements to ensure that the Bank’s leverage ratio equals or exceeds 9% and the Bank’s total risk-based capital ratio equals or exceeds 13%. This Capital Plan for the period January 1, 2011 through December 31, 2013 and its annual update and revisions for 2012 and 2013

were submitted to the OCC for review.

(iii) by November 30, 2010, the Bank was required to achieve and thereafter maintain a total risk-based capital equal to at least 13% of risk-weighted assets and a Tier 1 capital equal to at least 9% of adjusted total assets;

The Bank's total risk-based capital ratio was 12.62% at September 30, 2013, which was below the 13% required by the Order. The Bank's leverage capital ratio was 7.99% at September 30, 2013, which was below the 9% required by the Order. The Bank is in the process of executing its Capital Plan and has engaged an outside financial advisory firm to assist the Bank in taking appropriate actions to achieve and maintain compliance with the capital requirements of the Order. Appropriate actions or combinations of actions may include raising additional capital, reducing the Bank's assets through sales of branch offices, loans or other real estate owned, or pursuing other strategic transactions.

(iv) the Bank may not pay any dividend or capital distribution unless it is in compliance with the higher capital requirements required by the Order, the Capital Plan, applicable legal requirements and, then only after receiving a determination of no supervisory objection from the OCC;

The Board has acknowledged the prohibition on payment of dividends or any other capital distributions without the prior written consent of the OCC. The Bank has not paid any dividends or capital distributions since the effective date of the Order.

(v) by November 15, 2010, the Committee must have reviewed the Board and the Board's committee structure; by November 30, 2010, the Board was required to prepare or cause to be prepared an assessment of the capabilities of the Bank's executive officers to perform their past and current duties, including those required to respond to the most recent examination report, and to perform annual performance appraisals of each officer;

The Committee completed its review of the Board and the Board committee structure on November 10, 2010 by reviewing the Board Structure Study report completed by an independent consultant engaged by the Committee. The report was forwarded to the OCC on November 24, 2010. The Company is in the process of implementing those recommendations.

The Board completed its assessment of the capabilities of the Bank's executive officers upon receipt of a Management Study, completed by an independent consultant, on October 13, 2010. The Management Study was forwarded to the OCC on October 29, 2010. The Board of Directors completed a successful search for President and Chief Executive Officer in December 2011. Since the effective date of the Order, other changes have been made to the executive management team related to the size and complexity of the organization.

Annual performance appraisals are prepared for each officer based on established and timely management goals to confirm that each officer is performing the duties outlined in his or her job description.

(vi) by October 31, 2010, the Board was required to adopt, implement and thereafter ensure compliance with a comprehensive conflict of interest policy applicable to the Bank's and the Company's directors, executive officers, principal shareholders and their affiliates and such person's immediate family members and their related interests, employees, and by November 30, 2010, was required to review existing relationships with such persons to identify those, if any, not in compliance with the policy; and review all subsequent proposed transactions with such persons or modifications of transactions;

The Bank's Conflict of Interest policy has been revised to provide comprehensive guidance and a review was conducted of existing relationships to ensure compliance with the policy. The revised policy was approved by the Board on September 29, 2010 and forwarded to the OCC on October 7, 2010. Additional revisions were approved by the Board on April 29, 2011, October 24, 2012 and May 22, 2013.

(vii) by October 31, 2010, the Board was required to develop, implement and ensure adherence to policies and procedures for Bank Secrecy Act ("BSA") compliance; and account opening and monitoring procedures compliance;

The Board believes it has developed and implemented a written program of policies and procedures to provide for compliance with the requirements of the Bank Secrecy Act as well as compliance with account opening and monitoring procedures.

(viii) by October 31, 2010, the Board was required to ensure the BSA audit function is supported by an adequately staffed department or third party firm; to adopt, implement and ensure compliance with an independent BSA audit; and to assess the capabilities of the BSA officer and supporting staff to perform present and anticipated duties;

The Board believes that the Bank's BSA audit function is adequately staffed; and the BSA Officer and staff have been assessed to determine their ability to implement and maintain compliance with the BSA policies and programs detailed above.

(ix) by October 31, 2010, the Board was required to adopt, implement and ensure adherence to a written credit policy, including specified features, to improve the Bank's loan portfolio management;

The Bank's written Loan Policy has been revised to improve guidance and control over the Bank's lending functions. The revised policy was approved by the Board on October 27, 2010. Additional revisions were approved by the Board on November 24, 2010, July 27, 2011, October 27, 2011, March 28, 2012, June 27, 2012, October 11, 2012 and July 24, 2013.

(x) the Board was required to take certain actions to resolve certain credit and collateral exceptions;

The Board believes that it has taken action to appropriately address the credit and collateral exceptions concerns detailed in the Order.

(xi) by October 31, 2010, the Board was required to establish an effective, independent and ongoing loan review system to review, at least quarterly, the Bank's loan and lease portfolios to assure the timely identification and categorization of problem credits; by October 31, 2010, to adopt and adhere to a program for the maintenance of an adequate ALLL, and to review the adequacy of the Bank's ALLL at least quarterly;

The Board has established an independent and ongoing loan review program on a quarterly basis that it believes provides for the timely identification and categorization of problem credits.

The ALLL policy and methodologies have been reviewed and revised to determine the appropriate level of the ALLL, including documenting the analysis in accordance with GAAP and other applicable regulatory guidelines. The revised policy was approved by the Board on October 27, 2010 and is updated on an annual basis. The Board reviews the ALLL methodology analysis on a quarterly basis as part of the financial reporting process.

(xii) by October 31, 2010, the Board was required to adopt and the Bank implement and adhere to a program to protect the Bank’s interest in criticized assets; and the Bank may only extend additional credit (including renewals) to a borrower whose loans are criticized under specified circumstances;

The Board committed to a program to reduce the Bank’s risk exposure to criticized assets by implementing a detailed monthly reporting and monitoring process. The Board believes that this program has resulted in a reduction in criticized assets.

In accordance with the requirements of the Order, the Bank has not extended any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit that either has been charged off or criticized without the prior approval of the Bank’s Board, or loan committee under specified circumstances, since the date of the Order.

(xiii) by October 31, 2010, the Board was required to adopt and ensure adherence to action plans for each piece of other real estate owned;

The Board committed to action plans for each piece of other real estate owned centered around a robust reporting and monitoring process. The Board believes that this program has resulted in a substantial reduction in other real estate owned balances.

(xiv) by November 30, 2010, the Board was required to develop, implement and ensure adherence to a policy for effective monitoring and management of concentrations of credit;

The Board believes it developed and implemented a written concentration management program consistent with OCC Bulletin 2006-46 on November 24, 2010. This program was forwarded to the OCC on November 30, 2010. Loan concentration analysis reports are prepared and reviewed quarterly by the Board as part of the Bank’s loan portfolio management practices.

(xv) by October 31, 2010, the Board was required to revise and implement the Bank’s other than temporary impairment policy;

The Board believes that the Other Than Temporary Impairment Policy has been reviewed and revised so that the quarterly other-than-temporary impairment ("OTTI") analysis process identifies and measures OTTI in accordance with GAAP and supervisory guidance, including Financial Accounting Standards Board Accounting Standards Codification 320-10-35 (Recognition and Presentation of Other-than-Temporary Impairments), OCC Bulletin 2009-11 dated April 17, 2009, "Other-than-Temporary Impairment Accounting" and OCC Call Report Instructions.

(xvi) by October 31, 2010, the Board was required to take action to maintain adequate sources of stable funding and liquidity and a contingency funding plan; by October 31, 2010, the Board was required to adopt, implement and ensure compliance with an independent, internal audit program; and

A Liquidity Funding policy that addresses liquidity needs, funding sources and contingency funding was approved by the Board on November 24, 2010 and has been implemented. Additional policies related to liquidity, funding and

contingency funding have since been created and are updated annually since the Order was executed.

The Board believes that it has taken appropriate steps to adopt, implement and comply with an independent adequately staffed internal audit program.

(xvii) take actions to correct cited violations of law; and adopt procedures to prevent future violations and address compliance management.

The Board and management believe that they have taken appropriate action to correct cited violations and adopted procedures designed to prevent future violations and address compliance management.

Federal Reserve Agreement. On November 24, 2010, the Company entered into the Agreement with the Reserve Bank. The Agreement requires the Company to undertake certain actions within designated timeframes, and to operate in compliance with the provisions thereof during its term. The material provisions of the Agreement include those set forth below including a description of the status of the Company's efforts to comply with such provision:

(i) the Company's Board was required to take appropriate steps to fully utilize the Company's financial and managerial resources to serve as a source of strength to the Bank, including taking steps to ensure that the Bank complies with its Consent Order entered into with the OCC;

The Company has taken, and continues to take, steps the Board believes are appropriate to use the Company's financial and managerial resources to serve as a source of strength to the Bank. The steps the Bank has taken to comply with the Order are discussed above.

(ii) the Company may not declare or pay any dividends without the prior written approval of the Reserve Bank and the Director of the Division of Banking Supervision and Regulation (the "Director") of the Federal Reserve Board;

The Company has acknowledged the prohibition on payment of dividends without the prior written consent of the Reserve Bank and Director of the Division of Banking Supervision and Regulation. The Company has not paid any dividends since the effective date of the Agreement.

(iii) the Company may not take dividends or other payments representing a reduction of the Bank's capital without the prior written approval of the Reserve Bank;

The Company has acknowledged the prohibition on taking dividends or any other capital distributions from the Bank without the prior written consent of the Reserve Bank. The Bank has not paid and the Company has not received any dividends or capital distributions from the Bank since the effective date of the Agreement.

(iv) the Company and its nonbank subsidiary may not make any payment of interest, principal or other amounts on the Company's subordinated debentures or trust preferred securities without the prior written approval of the Reserve Bank and the Director;

The Company has acknowledged the prohibition on any payment related to the Company's subordinated debentures and trust preferred securities without the written approval of the Reserve Bank and Director. The Company has not made any payments of interest, principal or other amounts on the Company's subordinated debentures or trust preferred securities since the effective date of the Agreement.

(v) the Company may not make any payment of interest, principal or other amounts on debt owed to insiders of the Company without the prior written approval of the Reserve Bank and Director;

The Company has acknowledged the prohibition on any payment related to the debt owed to insiders of the Company without the written approval of the Reserve Bank and Director. The Company has not made any payments related to debt owed to insiders since the effective date of the Agreement.

(vi) the Company and its nonbank subsidiary may not incur, increase or guarantee any debt without the prior written approval of the Reserve Bank;

The Company has acknowledged the prohibition on incurring, increasing or guaranteeing any debt without the written approval of the Reserve Bank. The Company has not incurred, increased or guaranteed any debt since the effective date of the Agreement.

(vii) the Company may not purchase or redeem any shares of its stock without the prior written approval of the Reserve Bank;

The Company has acknowledged the prohibition on purchasing or redeeming any shares of its stock without the written approval of the Reserve Bank. The Company has not purchased or redeemed any shares of its stock since the effective date of the Agreement.

(viii) the Company was required to submit to the Reserve Bank, by January 23, 2011, an acceptable written plan to maintain sufficient capital at the Company on a consolidated basis. Thereafter, the Company must notify the Reserve Bank within 45 days of the end of any quarter in which the Company’s capital ratios fall below the approved capital plan’s minimum ratios, and submit an acceptable written plan to increase the Company’s capital ratios above the capital plan’s minimums;

The Company has developed a Capital Plan that it believes is acceptable and maintains sufficient capital at the Company on a consolidated basis. The Capital Plan was submitted to the Reserve Bank on January 11, 2011. The Capital Plan has since been updated at least annually and forwarded to the Reserve Bank.

Given the inability to achieve the minimum capital requirements of the Order at the Bank level, the Company continues to update the Reserve Bank on a quarterly basis of its plans to increase its capital ratios above the Capital Plan minimums.

(ix) the Company was required to immediately take all actions necessary to ensure that: (1) each regulatory report accurately reflects the Company's condition on the date for which it is filed and all material transactions between the Company and its subsidiaries; (2) each such report is prepared in accordance with its instructions; and (3) all records indicating how the report was prepared are maintained for supervisory review;

The Company believes that it has taken actions to ensure that all required regulatory reports are filed to accurately reflect its financial condition on the date filed, are prepared in accordance with instructions and that records detailing how the reports were filed are maintained and available for supervisory review.

(x) the Company was required to submit to the Reserve Bank, by January 23, 2011, acceptable written procedures to strengthen and maintain internal controls to ensure all required regulatory reports and notices filed with the Board of Governors are accurate and filed in accordance with the instructions for preparation;

The Company believes that it has designed effective written procedures and strengthened internal controls so that all required Board of Governors reports and notices filed are accurate and in accordance with instructions. The written procedures were provided to the Reserve Bank on January 21, 2011.

(xi) the Company was required to submit to the Reserve Bank, by January 8, 2011, a cash flow projection for 2011, reflecting the Company's planned sources and uses of cash, and submit a cash flow projection for each subsequent calendar year at least one month prior to the beginning of such year;

The Company created a cash flow projection for 2011 and submitted it to the Reserve Bank on January 7, 2011 in accordance with requirements of the Agreement. Similar projections for 2012 and 2013 were provided to the Reserve Bank within the time requirements prescribed in the Agreement.

(xii) the Company must comply with: (1) the notice provisions of Section 32 of the FDI Act and Subpart H of Regulation Y in appointing any new director or senior executive officer or changing the duties of any senior executive officer; and (2) the restrictions on indemnification and severance payments of Section 18(k) of the FDI Act and Part 359 of the FDIC's regulations; and

The Company has acknowledged the notice requirements on the appointment of any new director or senior executive officer. The Company has filed the appropriate notice on any new director or senior executive officer since the date of the Agreement.

The Company acknowledges the restriction on indemnification and severance payments. The Company has not made any such indemnification or severance payments since the effective date of the Agreement.

(xiii) the Board must submit written progress reports within 30 days of the end of each calendar quarter.

The Company's Board has filed each of the required written progress reports with the Reserve Bank since the Agreement was executed.

During the nine months ended September 30, 2013, and the year ended December 31, 2012, the Company incurred approximately $292 thousand and $585 thousand, respectively, of expenses related to complying with these regulatory agreements, consisting primarily of professional and consulting fees. In addition, the Order and the Agreement place restrictions on the Company's ability to borrow funds and to pay interest and dividends to its security holders. In the future, the Company may continue to experience increased costs related to compliance with these regulatory agreements and also expects to face certain restrictions on its operations for as long as it continues to operate under the Order and the Agreement. The Company expects, however, that future compliance expenses will continue to decrease from the 2012 level.

The Order and Agreement have not and are not expected to have an impact on the Company's ability to attract and maintain deposits or the Company's cost of funds. In order to meet the increased capital requirements imposed under the Order and the Agreement, however, unless the Company is able to raise additional capital, the Company could be limited in the aggregate amount of loans it can have outstanding, which may constrain loan growth. While it is not anticipated that the Order and the Agreement will have an impact on the Company's net interest margin, the overall cost of compliance with the Order and the Agreement is expected to impact profitability at least through the end of 2013.

Banking regulations also limit the amount of dividends that may be paid without prior approval of the Bank's regulatory agency. As of November 12, 2013, the Company and the Bank are restricted from paying any dividends without regulatory approval.

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

In July 2013, the Federal Reserve, the OCC and the FDIC approved the final Basel III capital framework for U.S. banking organizations (the "Regulatory Capital Rules") implementing regulatory capital reforms and changes required by the Dodd-Frank Act.

The Regulatory Capital Rules are effective on January 1, 2014; however, the mandatory compliance date for the Company and the Bank as "standardized approach" banking organizations begins on January 1, 2015 and is subject to transitional provisions extending to January 1, 2019. The Regulatory Capital Rules include new risk-based capital and leverage ratios and refine the definition of what constitutes "capital" for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Company and the Bank under the Regulatory Capital Rules will be:

- a new common equity Tier 1 capital ratio of 4.5%;
- a Tier 1 capital ratio of 6% (increased from 4%);
- a total capital ratio of 8% (unchanged from current rules); and
- a Tier 1 leverage ratio of 4% for all institutions.

The Regulatory Capital Rules also establish a "capital conservation buffer" of 2.5% above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital and result in the following minimum ratios:

- a common equity Tier 1 capital ratio of 7.0%;
- a Tier 1 capital ratio of 8.5%; and
- a total capital ratio of 10.5%.

The new capital conservation buffer requirement will be phased in beginning in January 2016 at 0.625% of risk-weighted assets and will increase by that amount each year until fully implemented in January 2019. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that could be utilized for such actions.

The Regulatory Capital Rules also implement revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses, as well as certain instruments that will no longer qualify as Tier 1 capital, some of which will be phased out over time.

The Regulatory Capital Rules also revise the prompt corrective action framework, which is designed to place restrictions on insured depository institutions, including the Bank, if their capital levels begin to show signs of weakness. These revisions will take effect January 1, 2015. Under the prompt corrective action requirements, which are designed to complement the capital conservation buffer, insured depository institutions will be required to meet the following increased capital level requirements in order to qualify as “well capitalized:”

- a new common equity Tier 1 risk-based capital ratio of 6.5%;
- a Tier 1 risk-based capital ratio of 8% (increased from 6%);
- a total risk-based capital ratio of 10% (unchanged from current rules); and
- a Tier 1 leverage ratio of 5% (increased from 4%).

The Regulatory Capital Rules set forth certain changes for the calculation of risk-weighted assets, which we will be required to utilize beginning January 1, 2015. The provisions applicable to banking organizations under the “standardized approach” include changes with respect to risk weights for commercial real estate loans, past due exposures and conversion factors for commitments with an original maturity of one year or less.

Current quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined).

In accordance with the Order, the Bank is required to achieve and thereafter maintain total risk-based capital equal to at least 13% of risk-weighted assets and Tier 1 capital equal to at least 9% of adjusted total assets. At September 30, 2013 and December 31, 2012, the Bank was not in compliance with these requirements. The minimum capital requirements under the Order take precedence over the standard regulatory capital adequacy definitions described in the tables below. The Company’s and the Bank’s actual capital positions and ratios at September 30, 2013 and December 31, 2012 are presented in the following table:

Capital Analysis

(in thousands)	September 30, 2013	December 31, 2012
Company		
Tier I capital:		
Total tier I capital	$ 44,025	$ 39,587
Tier II capital:		
Subordinated notes	22,015	19,796
Allowable portion of allowance for loan losses	8,528	8,452
Total tier II capital	30,543	28,248
Total risk-based capital	74,568	67,835
Total risk-weighted assets	$ 672,645	$ 665,323
Bank		
Tier I capital:		
Total tier I capital	$ 76,307	$ 69,963
Tier II capital:		
Allowable portion of allowance for loan losses	8,523	8,447
Total tier II capital	8,523	8,447
Total risk-based capital	84,830	78,410
Total risk-weighted assets	$ 672,231	$ 664,914

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provision	
(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2013						
Total capital (to risk-weighted assets)						
Company	$ 74,568	11.09 %	$ >53,812	8.00 %	N/A	N/A
Bank	$ 84,830	12.62 %	$ >53,779	8.00 %	$ >67,223	10.00 %

Tier I capital (to risk-weighted assets)												
Company	$	44,025	6.55	%	$	>26,906	4.00	%		N/A	N/A	
Bank	$	76,307	11.35	%	$	>26,889	4.00	%	$	>40,334	6.00	%
Tier I capital (to average assets)												
Company	$	44,025	4.61	%	$	>38,194	4.00	%		N/A	N/A	
Bank	$	76,307	7.99	%	$	>38,179	4.00	%	$	>47,724	5.00	%

(dollars in thousands)	Actual Amount	Ratio	For Capital Adequacy Purposes Amount	Ratio	To Be Well Capitalized Under Prompt Corrective Action Provision Amount	Ratio
December 31, 2012						
Total capital (to risk-weighted assets)						
Company	$ 67,835	10.20 %	$ >53,226	>8.00 %	N/A	N/A
Bank	$ 78,410	11.79 %	$ >53,193	>8.00 %	$ >66,491	>10.00 %
Tier I capital (to risk-weighted assets)						
Company	$ 39,587	5.95 %	$ >26,613	>4.00 %	N/A	N/A
Bank	$ 69,963	10.52 %	$ >26,597	>4.00 %	$ >39,895	>6.00 %
Tier I capital (to average assets)						
Company	$ 39,587	4.07 %	$ >38,879	>4.00 %	N/A	N/A
Bank	$ 69,963	7.20 %	$ >38,865	>4.00 %	$ >48,581	>5.00 %

Note 4. Loans

Loans receivable, net, consists of the following at September 30, 2013 and December 31, 2012:

(in thousands)	September 30, 2013	December 31, 2012
Residential real estate	$ 115,645	$ 90,228
Commercial real estate	238,492	221,591
Construction, land acquisition, and development	29,290	32,502
Commercial and industrial	114,096	109,693
Consumer	117,552	109,783
State and political subdivisions	41,021	33,978
Total loans, gross	656,096	597,775
Unearned discount	(159)	(103)
Net deferred loan fees and costs	553	260
Allowance for loan and lease losses	(17,618)	(18,536)
Loans, net	$ 638,872	$ 579,396

The Company has granted loans, letters of credit and lines of credit to certain executive officers and directors of the Company as well as to certain related parties of executive officers and directors. See Note 10 to these consolidated financial statements for more information about related party transactions.

The Company originates one-to-four family mortgage loans primarily for sale in the secondary market. During the three and nine month periods ended September 30, 2013, the Company sold $2.5 and $9.0 million, respectively, of one-to-four family mortgages. The Company retains servicing rights on these mortgages.

The Company had $884 thousand and $1.6 million in loans held-for-sale at September 30, 2013 and December 31, 2012, respectively. All loans held for sale are one-to-four family residential mortgage loans.

The Company does not have any lending programs commonly referred to as subprime lending. Subprime lending generally targets borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, and bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios.

See Note 2 to the Company's consolidated financial statements included in the 2012 Form 10-K for the risk characteristics related to the Company's loan segments.

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The Company provides for loan losses based on the consistent application of its documented ALLL methodology. Loan losses are charged to the ALLL and recoveries are credited to it. Additions to the ALLL are provided by charges against income based on various factors which, in management's judgment, deserve current recognition of estimated probable losses. Loan losses are charged-off in the period the loans, or portions thereof, are deemed uncollectible. Generally, the Company will record a loan charge-off (including a partial charge-off) to reduce a loan to the estimated recoverable amount based on its methodology detailed below. The Company regularly reviews the loan portfolio and makes adjustments for loan losses in order to maintain the ALLL in accordance with GAAP. The ALLL consists primarily of the following two components:

(1) Specific allowances are established for impaired loans, which are defined by the Company as all loan relationships with an aggregate outstanding balance greater than $100 thousand that are rated substandard and on non-accrual status, rated doubtful or loss, and all troubled debt restructured loans ("TDRs"). The amount of impairment provided for as an allowance is represented by the deficiency, if any, between the carrying value of the loan and either (a) the present value of expected future cash flows discounted at the loan's effective interest rate, (b) the loan's observable market price, or (c) the fair value of the underlying collateral, less estimated costs to sell, for collateral dependent loans. Impaired loans that have no impairment losses are not considered for general valuation allowances described below. If the Company determines that collection of the impairment amount is remote, the Company will record a charge-off.

(2) General allowances are established for loan losses on a portfolio basis for loans that do not meet the definition of impaired. The Company divides its portfolio into loan segments, with loans exhibiting similar characteristics. Loans rated special mention or substandard and accruing which are embedded in these loan segments are then separated from these loan segments. These loans are then subject to an analysis placing increased emphasis on the credit risk associated with these types of loans. The Company applies an estimated loss rate to each loan group. The loss rates applied are based on the Company's own historical loss experience based on the loss rate for each segment of loans with similar risk characteristics in its portfolio. In addition, management evaluates and applies certain qualitative or environmental factors that are likely to cause estimated credit losses associated with the Company's existing portfolio to differ from historical experience, which are discussed below. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revisions based upon changes in economic and real estate market conditions. Actual loan losses may be significantly more than the ALLL that is established, which could have a material negative effect on the Company's operating results or financial condition.

Management makes adjustments for loan losses based on its evaluation of several qualitative and environmental factors, including but not limited to:

- Changes in national, local, and business economic conditions and developments, including the condition of various market segments;
- Changes in the nature and volume of the Company's loan portfolio;
- Changes in the Company's lending policies and procedures, including underwriting standards, collection, charge-off and recovery practices and results;
- Changes in the experience, ability and depth of the Company's lending management and staff;
- Changes in the quality of the Company's loan review system and the degree of oversight by the Company's Board of Directors;
- Changes in the trend of the volume and severity of past due and classified loans, including trends in the volume of non-accrual loans, troubled debt restructurings and other loan modifications;
- The existence and effect of any concentrations of credit and changes in the level of such concentrations;
- The effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the Company's current loan portfolio; and
- Analysis of customers' credit quality, including knowledge of their operating environment and financial condition.

Management evaluates the ALLL based on the combined total of the impaired and general components. Generally, when the loan portfolio increases, absent other factors, the ALLL methodology results in a higher dollar amount of estimated probable losses. Conversely, when the loan portfolio decreases, absent other factors, the ALLL methodology results in a lower dollar amount of estimated probable losses.

Each quarter, management evaluates the ALLL and adjusts the ALLL as appropriate through a provision for loan losses. While the Company uses the best information available to make evaluations, future adjustments to the ALLL may be necessary if conditions differ substantially from the information used in making the evaluations. In addition, as an integral part of its examination process, the OCC periodically reviews the Company’s ALLL. The OCC may require the Company to adjust the ALLL based on its analysis of information available to it at the time of its examination.

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The following tables present the activity in the ALLL by loan category for the three and nine months ended September 30, 2013 and 2012:

(in thousands)	Real Estate						
	Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Commercial and Industrial	Consumer	State and Political Subdivisions	Total
Three months ended September 30, 2013:							
Allowance for loan losses:							
Beginning balance, July 1, 2013	$ 2,145	$ 7,823	$ 2,390	$ 3,487	$ 1,760	$ 983	$ 18,588
Charge-offs	(98)	-	(65)	(116)	(74)	-	(353)
Recoveries	9	362	5	71	95	-	542
Provisions	215	(869)	(141)	(225)	105	(244)	(1,159)
Ending balance, September 30, 2013	$ 2,271	$ 7,316	$ 2,189	$ 3,217	$ 1,886	$ 739	$ 17,618
Three months ended September 30, 2012:							
Allowance for loan losses:							
Beginning balance, July 1, 2012	$ 2,005	$ 9,792	$ 1,665	$ 4,058	$ 1,624	$ 456	$ 19,600
Charge-offs	(92)	(144)	-	(3,185)	(198)	-	(3,619)
Recoveries	14	627	5	28	80	-	754
Provisions	22	(708)	62	4,294	126	(4)	3,792
Ending balance, September 30, 2012	$ 1,949	$ 9,567	$ 1,732	$ 5,195	$ 1,632	$ 452	$ 20,527
Nine months ended September 30, 2013:							
Allowance for loan losses:							
Beginning balance, January 1, 2013	$ 1,764	$ 8,062	$ 2,162	$ 4,167	$ 1,708	$ 673	$ 18,536
Charge-offs	(445)	(48)	(175)	(244)	(433)	-	(1,345)
Recoveries	190	471	124	1,656	371	-	2,812
Provisions	762	(1,169)	78	(2,362)	240	66	(2,385)
Ending balance, Setpember 30, 2013	$ 2,271	$ 7,316	$ 2,189	$ 3,217	$ 1,886	$ 739	$ 17,618
Nine months ended September 30, 2012							
Allowance for loan losses:							
Beginning balance, January 1, 2012	$ 1,823	$ 11,151	$ 2,590	$ 3,292	$ 1,526	$ 452	$ 20,834
Charge-offs	(535)	(1,040)	-	(3,335)	(447)	-	(5,357)
Recoveries	48	957	260	210	199	-	1,674
Provisions	613	(1,501)	(1,118)	5,028	354	-	3,376
Ending balance, September 30, 2012	$ 1,949	$ 9,567	$ 1,732	$ 5,195	$ 1,632	$ 452	$ 20,527

The following tables present the allocation of the allowance for loan losses and the related loan by loan portfolio segment disaggregated based on the impairment methodology at September 30, 2013 and December 31, 2012:

	Real Estate						
(in thousands)	Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Commercial and Industrial	Consumer	State and Political Subdivisions	Total
September 30, 2013							
Allowance for loan losses:							
Individually evaluated for impairment	$ 26	$ 319	$ 2	$ -	$ -	$ -	$ 347
Collectively evaluated for impairment	2,245	6,997	2,187	3,217	1,886	739	17,271
Total	$ 2,271	$ 7,316	$ 2,189	$ 3,217	$ 1,886	$ 739	$ 17,618
Loans receivable:							
Individually evaluated for impairment	$ 2,056	$ 9,505	$ 492	$ -	$ -	$ -	$ 12,053
Collectively evaluated for impairment	113,589	228,987	28,798	114,096	117,552	41,021	644,043
Total	$ 115,645	$ 238,492	$ 29,290	$ 114,096	$ 117,552	$ 41,021	$ 656,096
December 31, 2012							
Allowance for loan losses:							
Individually evaluated for impairment	$ 40	$ 268	$ 2	$ -	$ -	$ -	$ 310
Collectively evaluated for impairment	1,724	7,794	2,160	4,167	1,708	673	18,226
Total	$ 1,764	$ 8,062	$ 2,162	$ 4,167	$ 1,708	$ 673	$ 18,536
Loans receivable:							
Individually evaluated for impairment	$ 2,773	$ 11,459	$ 993	$ -	$ -	$ -	$ 15,225
Collectively evaluated for impairment	87,455	210,132	31,509	109,693	109,783	33,978	582,550
Total	$ 90,228	$ 221,591	$ 32,502	$ 109,693	$ 109,783	$ 33,978	$ 597,775

Credit Quality Indicators   Commercial Loans

The Company continuously monitors the credit quality of its commercial loans. Credit quality is monitored by reviewing certain credit quality indicators. Management has determined that its credit risk ratings are the key credit quality indicator that best help management monitor the credit quality of the Company’s loan receivables.

The Bank’s commercial loan classification and credit grading processes are part of the lending, underwriting, and credit administration functions to ensure an ongoing assessment of credit quality. Accurate and timely loan classification and credit grading is a critical component of loan portfolio management. Loan officers are required to review their loan portfolio risk ratings regularly for accuracy. The loan review function uses the same risk rating system in the loan review process. This allows an independent third party to assess the quality of the portfolio and compare the accuracy of ratings with the loan officer’s and management’s assessment.

A formal loan classification and credit grading system reflects the risk of default and credit losses. A written description of the risk ratings is maintained that includes a discussion of the factors used to assign appropriate classifications of credit grades to loans. The process identifies groups of loans that warrant the special attention of management. The risk grade groupings provide a mechanism to identify risk within the loan portfolio and provide management and the Board with periodic reports by risk category. The credit risk ratings play an important role in the establishment and evaluation of the provision for loan and lease losses and the ALLL. After determining the historical loss factor which is adjusted for qualitative and environmental factors for each portfolio segment, the portfolio segment balances that have been collectively evaluated for impairment are multiplied by the general reserve loss factor for the respective portfolio segments to determine the general reserve. Loans that have an internal credit rating of special mention or substandard follow the same process; however, the qualitative and environmental factors are further adjusted for the increased risk.

The Company utilizes a loan rating system that assigns a degree of risk to commercial loans based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. Management analyzes these non-homogeneous loans individually by grading the loans as to credit risk and probability of collection for each type of loan. Commercial loans include commercial indirect auto loans which are not individually risk rated, and Construction, Land Acquisition and Development Loans include residential construction loans which are also not individually risk rated. These loans are monitored on a pool basis due to their homogeneous nature as described in “Credit Quality Indicators Other Loans” below. The Company risk rates certain residential real estate loans and consumer loans that are part of a larger commercial relationship using its credit grading system. The grading system contains the following basic risk categories:

1. Minimal Risk
2. Above Average Credit Quality
3. Average Risk
4. Acceptable Risk
5. Pass - Watch
6. Special Mention
7. Substandard - Accruing
8. Substandard - Non-Accrual
9. Doubtful
10. Loss

This analysis is performed on a quarterly basis using the following definitions for risk ratings:

Pass - Assets rated 1 through 5 are considered pass ratings. These assets show no current or potential problems and are considered fully collectible. All such loans are considered collectively for ALLL calculation purposes. However, accruing TDRs that have been performing for an extended period of time, do not represent a higher risk of loss, and have been upgraded to a pass rating are evaluated individually for impairment.

Special Mention Assets classified as special mention assets do not currently expose the Company to a sufficient degree of risk to warrant an adverse classification but do possess credit deficiencies or potential weaknesses deserving close attention. Special Mention assets have a potential weakness or pose an unwarranted financial risk which, if not corrected, could weaken the asset and increase risk in the future.

Substandard Assets classified as substandard have well defined weaknesses based on objective evidence, and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful Assets classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable based on current circumstances.

Loss Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets is not warranted.

The following tables present the recorded investment in loans receivable by the aforementioned class of loan and credit quality indicator at September 30, 2013 and December 31, 2012:

Commercial Credit Quality Indicators
September 30, 2013

	Real Estate						
(in thousands)	Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Commercial and Industrial	Consumer	State and Political Subdivisions	Total
Internal risk rating							
Pass	$ 19,321	$ 207,213	$ 20,935	$ 102,005	$ 2,612	$ 40,264	$ 392,350
Special mention	1,187	13,843	-	2,310	-	-	17,340
Substandard	1,264	17,436	6,356	4,198	147	757	30,158
Doubtful	-	-	-	-	-	-	-
Loss	-	-	-	-	-	-	-
Total	$ 21,772	$ 238,492	$ 27,291	$ 108,513	$ 2,759	$ 41,021	$ 439,848

Commercial Credit Quality Indicators
December 31, 2012

	Real Estate						
(in thousands)	Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Commercial and Industrial	Consumer	State and Political Subdivisions	Total
Internal risk rating							
Pass	$ 17,138	$ 189,903	$ 23,052	$ 93,484	$ 3,324	$ 28,204	$ 355,105
Special mention	564	8,587	57	7,437	-	849	17,494
Substandard	2,309	23,101	7,395	3,395	143	4,925	41,268
Doubtful	-	-	-	-	-	-	-
Loss	-	-	-	-	-	-	-
Total	$ 20,011	$ 221,591	$ 30,504	$ 104,316	$ 3,467	$ 33,978	$ 413,867

Credit Quality Indicators Other Loans

Certain residential real estate loans, consumer loans and commercial indirect auto loans are monitored on a pool basis due to their homogeneous nature. Loans that are delinquent 90 days or more are considered non-accrual. The Company utilizes accruing versus non-accruing status as the credit quality indicator for these loan pools. The following table presents the recorded investment in residential real estate loans, consumer loans and commercial indirect auto loans based on payment activity as of September 30, 2013 and December 31, 2012.

	September 30, 2013			December 31, 2012		
(in thousands)	Accruing Loans	Non-Accruing Loans	Total	Accruing Loans	Non-Accruing Loans	Total
Construction, land acquisition and development - residential	$ 1,999	$ -	$ 1,999	$ 1,998	$ -	$ 1,998
Residential real estate	91,982	1,891	93,873	68,446	1,771	70,217
Commercial - indirect auto	5,573	10	5,583	5,377	-	5,377
Consumer	114,551	242	114,793	106,272	44	106,316
Total	$ 214,105	$ 2,143	$ 216,248	$ 182,093	$ 1,815	$ 183,908

Included in loans receivable are loans for which the accrual of interest income has been discontinued due to deterioration in the financial condition of the borrowers. The recorded investment in these non-accrual loans was $7.2 million and $9.7 million at September 30, 2013 and December 31, 2012, respectively. Generally, loans are placed on non-accruing status when they become 90 days or more delinquent, and remain on non-accrual status until they are brought current, have six months of performance under the loan terms and factors indicating reasonable doubt about the timely collection of payments no longer exist. Therefore, loans may be current in accordance with their loan terms, or may be fewer than 90 days delinquent and still be on a non-accruing status. Loans past due 90 days or more and still accruing interest were $7 thousand and $57 thousand at September 30, 2013 and December 31, 2012, respectively, and consisted of loans that are well secured and are in the process of renewal.

The following tables set forth the detail, and delinquency status, of past due and non-accrual loans at September 30, 2013 and December 31, 2012:

	Performing and Non-Performing Loan Delinquency Status September 30, 2013 Delinquency Status				
(in thousands)	0-29 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	>/= 90 Days Past Due	Total
Performing (accruing) loans					
Real estate:					
Residential real estate	$ 112,433	$ 407	$ 291	$ -	$ 113,131
Commercial real estate	233,946	56	171	-	234,173
Construction, land acquisition and development	29,245	-	-	-	29,245
Total real estate	375,624	463	462	-	376,549
Commercial and industrial	113,605	250	146	7	114,008
Consumer	115,715	1,142	445	-	117,302
State and political subdivisions	41,021	-	-	-	41,021
Total performing (accruing) loans	645,965	1,855	1,053	7	648,880
Non-accrual loans					
Real estate:					
Residential real estate	1,155	90	89	1,180	2,514
Commercial real estate	4,319	-	-	-	4,319
Construction, land acquisition and development	45	-	-	-	45
Total real estate	5,519	90	89	1,180	6,878
Commercial and industrial	56	-	29	3	88
Consumer	20	24	32	174	250
State and political subdivisions	-	-	-	-	-
Total non-accrual loans	5,595	114	150	1,357	7,216
Total loans receivable	$ 651,560	$ 1,969	$ 1,203	$ 1,364	$ 656,096

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(in thousands)	Performing and Non-Performing Loan Delinquency Status December 31, 2012 Delinquency Status 0-29 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	>/= 90 Days Past Due	Total
Performing (accruing) loans					
Real estate:					
Residential real estate	$ 86,301	$ 422	$ 31	$ 30	$ 86,784
Commercial real estate	216,100	194	-	-	216,294
Construction, land acquisition and development	31,899	29	-	-	31,928
Total real estate	334,300	645	31	30	335,006
Commercial and industrial	108,932	517	20	27	109,496
Consumer	107,821	1,489	333	-	109,643
State and political subdivisions	33,978	-	-	-	33,978
Total performing (accruing) loans	585,031	2,651	384	57	588,123
Non-accrual loans					
Real estate:					
Residential real estate	953	105	230	2,156	3,444
Commercial real estate	250	121	4,352	574	5,297
Construction, land acquisition and development	446	-	-	128	574
Total real estate	1,649	226	4,582	2,858	9,315
Commercial and industrial	61	30	11	95	197
Consumer	2	-	2	136	140
State and political subdivisions	-	-	-	-	-
Total non-accrual loans	1,712	256	4,595	3,089	9,652
Total loans receivable	$ 586,743	$ 2,907	$ 4,979	$ 3,146	$ 597,775

The total recorded investment in impaired loans, which consists of non-accrual loans with an aggregate loan relationship greater than $100,000 and performing TDRs, amounted to $12.1 million and $15.2 million at September 30, 2013 and December 31, 2012, respectively. The related allowance on impaired loans was $0.3 million at both September 30, 2013 and December 2012.

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The following tables present a distribution of the recorded investment, unpaid principal balance and the related allowance for the Company's impaired loans, which have been analyzed for impairment under ASC 310, at September 30, 2013 and December 31, 2012. Non-accrual loans, other than TDRs, with individual balances less than $100 thousand are not evaluated individually for impairment and are accordingly not included in the following tables. However, these loans are evaluated collectively for impairment as homogenous pools in the general allowance under ASC 450. Total non-accrual loans, other than TDRs, with individual balances less than $100 thousand that were evaluated under ASC 450 amounted to $1.1 million at September 30, 2013 and $1.9 million at December 31, 2012.

Impaired Loans

	September 30, 2013		
(in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no allowance recorded:			
Real estate			
Residential real estate	$ 1,644	$ 1,818	$ -
Commercial real estate	4,137	4,440	-
Construction, land acquisition and development	-	-	-
Total real estate	5,781	6,258	-
Commercial and industrial	-	-	-
Consumer	-	-	-
State and political subdivisions	-	-	-
Total impaired loans with no allowance recorded	5,781	6,258	-
With a related allowance recorded:			
Real estate			
Residential real estate	412	562	26
Commercial real estate	5,368	5,368	319
Construction, land acquisition and development	492	492	2
Total real estate	6,272	6,422	347
Commercial and industrial	-	-	-
Consumer	-	-	-
State and political subdivisions	-	-	-
Total impaired loans with a related allowance recorded	6,272	6,422	347
Total impaired loans			
Real estate			
Residential real estate	2,056	2,380	26
Commercial real estate	9,505	9,808	319
	492	492	2

Construction, land acquisition and development						
Total real estate		12,053		12,680		347
Commercial and industrial		-		-		-
Consumer		-		-		-
State and political subdivisions		-		-		-
Total impaired loans	$	12,053	$	12,680	$	347

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Impaired Loans

(in thousands)	December 31, 2012 Recorded Investment	Unpaid Principal Balance	Related Allowance
With no allowance recorded:			
Real estate:			
Residential real estate	$ 1,275	$ 1,378	$ -
Commercial real estate	389	665	-
Construction, land acquisition and development	709	804	-
Total real estate	2,373	2,847	-
Commercial and industrial	-	-	-
Consumer	-	-	-
State and political subdivisions	-	-	-
Total impaired loans with no allowance recorded	2,373	2,847	-
With a related allowance recorded:			
Real estate:			
Residential real estate	1,498	1,512	40
Commercial real estate	11,069	11,069	268
Construction, land acquisition and development	285	285	2
Total real estate	12,852	12,866	310
Commercial and industrial	-	-	-
Consumer	-	-	-
State and political subdivisions	-	-	-
Total impaired loans with a related allowance recorded	12,852	12,866	310
Total impaired loans:			
Real estate:			
Residential real estate	2,773	2,890	40
Commercial real estate	11,459	11,734	268
Construction, land acquisition and development	993	1,089	2
Total real estate	15,225	15,713	310
Commercial and industrial	-	-	-
Consumer	-	-	-
State and political subdivisions	-	-	-
Total impaired loans	$ 15,225	$ 15,713	$ 310

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The following table presents by loan portfolio class, the average balance and interest income recognized on impaired loans for the three and nine months ended September 30, 2013 and 2012:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2013		2012		2013		2012	
(in thousands)	Average Balance	Interest Income (1)	Average Balance	Interest Income (1)	Average Balance	Interest Income (1)	Average Balance	Interest Income (1)
Residential real estate	$ 2,061	$ 2	$ 4,227	$ 1	$ 2,204	$ 6	$ 4,234	$ 6
Commercial real estate	9,767	80	15,421	83	10,503	254	14,302	222
Construction, land acquisition and development	739	6	2,361	8	894	22	2,707	29
Total real estate	12,567	88	22,009	92	13,601	282	21,243	257
Commercial and industrial	-	-	2,308	-	-	-	3,305	-
Consumer	-	-	71	-	-	-	44	-
State and political subdivisions	-	-	202	-	-	-	137	-
Total impaired loans	$ 12,567	$ 88	$ 24,590	$ 92	$ 13,601	$ 282	$ 24,729	$ 257

(1) Interest income represents income recognized on performing TDRs.

The additional interest income that would have been earned on non-accrual and restructured loans in accordance with their original terms approximated $68 thousand and $457 thousand for the three and nine months ended September 30, 2013, respectively, and $376 thousand and $1.2 million for the three and nine months ended September 30, 2012, respectively.

Troubled Debt Restructured Loans

Troubled Debt Restructured Loans (“TDRs”) at September 30, 2013 and December 31, 2012 were $10.9 million and $8.9 million, respectively. Accruing and non-accruing TDRs were $6.0 million and $4.9 million, respectively at September 30, 2013 and $7.5 million and $1.4 million, respectively at December 31, 2012. Approximately $321 thousand and $257 thousand in specific reserves have been established for these loans as of September 30, 2013 and December 31, 2012, respectively. There were no loans modified as TDRs during the three months ended September 30, 2013.

The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan, an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

The following tables show the pre- and post- modification recorded investment in loans modified as TDRs by portfolio segment and class of financing receivable during the three and nine months ended September 30, 2013 and 2012:

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(in thousands)	Three Months Ended September 30, 2013 Number of Contracts	Pre-Modification Outstanding Recorded Investments	Post-Modification Outstanding Recorded Investments	Nine Months Ended September 30, 2013 Number of Contracts	Pre-Modification Outstanding Recorded Investments	Post-Modification Outstanding Recorded Investments
Troubled debt restructuring:						
Residential real estate	-	$ -	$ -	-	$ -	$ -
Commercial real estate	-	-	-	2	4,561	4,561
Construction, land acquisition and development	-	-	-	-	-	-
Commercial and industrial	-	-	-	-	-	-
Total new troubled debt restructuring	-	$ -	$ -	2	$ 4,561	$ 4,561

(in thousands)	Three Months Ended September 30, 2012 Number of Contracts	Pre-Modification Outstanding Recorded Investments	Post-Modification Outstanding Recorded Investments	Nine Months Ended September 30, 2012 Number of Contracts	Pre-Modification Outstanding Recorded Investments	Post-Modification Outstanding Recorded Investments
Troubled debt restructuring:						
Residential real estate	-	$-	$-	-	$-	$-
Commercial real estate	2	1,996	1,996	2	1,996	1,996
Construction, land acquisition and development	-	-	-	1	39	39
Commercial and industrial	-	-	-	-	-	-
Total new troubled debt restructuring	2	$1,996	$1,996	3	$2,035	$2,035

One of the loans modified as a TDR during the nine months ended September 30, 2013 is supported by a 90.0% guarantee by the Small Business Administration. The unguaranteed portion of this loan was $402 thousand and the restructuring had no effect on the ALLL at September 30, 2013. The other loan modified as a TDR during the nine months ended September 30, 2013 resulted in an increase to the ALLL of $1 thousand at September 30, 2013.

The following table shows the types of modifications made during the three and nine months ended September 30, 2013 and 2012:

(in thousands)	Three Months Ended September 30, 2013 Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Total	Nine Months Ended September 30, 2013 Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Total
Type of modification:								
Extension of term	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

Principal forebearance	-	-	-	-	-	4,561	-	4,561
Total TDRs	$ -	$ -	$ -	$ -	$ -	$ 4,561	$ -	$ 4,561

	Three Months Ended September 30, 2012				Nine Months Ended September 30, 2012			
(in thousands)	Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Total	Residential Real Estate	Commercial Real Estate	Construction, Land Acquisition and Development	Total
Type of modification:								
Extension of term	$ -	$ 1,996	$ -	$ 1,996	$ -	$ 1,996	$ 39	$ 2,035
Principal forbearance	-	-	-	-	-	-	-	-
Total TDRs	$ -	$ 1,996	$ -	$ 1,996	$ -	$ 1,996	$ 39	$ 2,035

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There were no TDRs that re-defaulted during the three months and nine months ended September 30, 2013. The following table summarizes TDRs which have re-defaulted (defined as past due 90 days) during the three and nine months ended September 30, 2012 that were restructured within the last twelve months prior to re-default:

	Three Months Ended September 30, 2012		Nine Months Ended September 30, 2012	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
(in thousands)				
Commercial real estate	-	$ -	-	$ -
Construction, land acquistion and development	-	-	1	408
Total	-	$ -	1	$ 408

Note 5. Other Real Estate Owned

The following schedule presents a breakdown of OREO at September 30, 2013 and December 31, 2012:

(in thousands)	September 30, 2013	December 31, 2012
Land/lots	$ 3,844	$ 2,929
Commercial real estate	441	1,054
Residential real estate	120	-
Total	$ 4,405	$ 3,983

The following schedule presents the activity in OREO for the nine months ended September 30, 2013 and 2012:

	Nine Months Ended September 30,	
(in thousands)	2013	2012
Balance, January 1,	$ 3,983	$ 6,958
Loans transferred to OREO	255	1,385
Bank premises transferred to OREO	1,819	-
Valuation adjustments	(257)	(808)
Carrying value of OREO sold	(1,395)	(2,463)
Balance, September 30,	$ 4,405	$ 5,072

During the third quarter of 2013, the Company transferred to OREO three vacant lots with an aggregate carrying value of $1.8 million from Bank Premises and Equipment that were previously held for future expansion and are now held for sale. These three lots were written down to fair value less cost to sell of $1.7 million. The Company recognized a valuation adjustment of $69 thousand at the time of transfer, which is included in non-interest expense.

The following table presents the components of net expense of OREO for the nine months ended September 30, 2013 and 2012:

	Nine Months Ended September 30,	
(in thousands)	2013	2012
Insurance	$ 133	$ 60
Legal fees	122	55
Maintenance	43	46
Income from the operation of foreclosed properties	(26)	(13)
Professional fees	44	178

Real estate taxes		127		224
Utilities		9		15
Other		59		80
Impairment charges		257		808
Total	$	768	$	1,453

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Note 6. Securities

Securities have been classified as available-for-sale or held-to-maturity in the consolidated financial statements according to management’s intent. The following tables present the amortized cost, gross unrealized gains and losses, and the fair value of the Company’s available-for-sale and held-to-maturity securities at September 30, 2013 and December 31, 2012:

	September 30, 2013			
(in thousands)	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Available-for-sale:				
Obligations of state and political subdivisions	$ 71,237	$ 2,306	$ 2,326	$ 71,217
Government sponsored agency:				
Collateralized mortgage obligations	21,356	41	720	20,677
Residential mortgage-backed securities	94,190	83	1,919	92,354
Corporate debt securities	500	-	95	405
Equity securities	1,010	-	49	961
Total available-for-sale securities	$ 188,293	$ 2,430	$ 5,109	$ 185,614
Held-to-maturity:				
Obligations of state and political subdivisions	$ 2,280	$ 140	$ -	$ 2,420

	December 31, 2012			
(in thousands)	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Available-for-sale				
Obligations of U.S. government agencies	$ 1,821	$ 70	$ -	$ 1,891
Obligations of state and political subdivisions	95,312	8,922	733	103,501
Government sponsored agency:				
Collateralized mortgage obligations	8,805	311	13	9,103
Residential mortgage-backed securities	67,765	1,920	229	69,456
Corporate debt securities	500	-	90	410
Equity securities	1,010	-	10	1,000
Total available-for-sale securities	$ 175,213	$ 11,223	$ 1,075	$ 185,361
Held-to-maturity				
Obligations of state and political subdivisions	$ 2,198	$ 285	$ -	$ 2,483

At September 30, 2013 and December 31, 2012, securities with a carrying amount of $176.7 million and $185.0 million, respectively, were pledged as collateral to secure public deposits and for other purposes.

The following table presents the amortized cost and fair value of the Company's debt securities at September 30, 2013 using contractual maturities. Expected maturities will differ from contractual maturity because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Because collateralized mortgage obligations and residential mortgage-backed securities are not due at a single maturity date, they are not included in the maturity categories in the following maturity summary.

	Available-for-Sale		Held-to-Maturity	
(in thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Amounts maturing in:				
One year or less	$ -	$ -	$ -	$ -
One year through five years	740	710	-	-
After five years through ten years	22,018	22,530	2,280	2,420
After ten years	48,979	48,382	-	-
Collateralized mortgage obligations	21,356	20,677	-	-
Residential mortgage-backed securities	94,190	92,354	-	-
Total	$ 187,283	$ 184,653	$ 2,280	$ 2,420

Gross proceeds from the sale of securities for the three and nine months ended September 30, 2013 were $10.9 million and $51.1 million, respectively. Gross realized gains were $0.8 million and $3.0 million for the three months and nine months ended September 30, 2013, respectively. There were no gross realized losses for the three months ended September 30, 2013 Gross realized losses were $408 thousand nine months ended September 30, 2013. For the three months and nine months ended September 30, 2012, securities with an aggregate carrying value of $6.5 million were sold for an aggregate sales price of $6.6 million resulting in gross realized gains of $84 thousand. The settlement of these sales happened subsequent to September 30, 2012. There were no securities sold at a realized loss during the three months and nine months ended September 30, 2012. The Company recognized gains of $4 thousand and $12 thousand on securities called during the three months and nine months ended September 30, 2012, respectively.

The following tables indicate the length of time that individual securities held-to-maturity and available-for-sale have been in a continuous unrealized loss position at September 30, 2013 and December 31, 2012:

	September 30, 2013					
	Less than 12 Months		12 Months or Greater		Total	
(in thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Obligations of state and political subdivisions	$ 16,257	$ 1,916	$ 2,428	$ 410	$ 18,685	$ 2,326
Government-sponsored agency:						
Collateralized mortgage obligations	17,110	710	910	10	18,020	720
Residential mortgage-backed securities	89,027	1,919	-	-	89,027	1,919
Corporate debt securities	-	-	405	95	405	95
Equity securities	-	-	951	49	951	49
Total	$ 122,394	$ 4,545	$ 4,694	$ 564	$ 127,088	$ 5,109

December 31, 2012

(in thousands)	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Obligations of state and political subdivisions	$ 8,649	$ 398	$ 4,139	$ 335	$ 12,788	$ 733
Government-sponsored agency:						
Collateralized mortgage obligations	1,485	13	2	-	1,487	13
Residential mortgage-backed securities	12,899	229	-	-	12,899	229
Corporate debt securities	-	-	410	90	410	90
Equity securities	990	10	-	-	990	10
Total	$ 24,023	$ 650	$ 4,551	$ 425	$ 28,574	$ 1,075

The majority of the Company's securities portfolio is comprised of obligations of states and political subdivisions, residential mortgage-backed securities, including home equity conversion mortgages, and collateralized mortgage obligations. The Company held a total of 78 securities that were in an unrealized loss position at September 30, 2013, with 11 of those securities in unrealized loss position for more than 12 months. Substantially all of the unrealized losses relate to debt securities.

In determining whether unrealized losses are other-than-temporary, management considers the following factors:

- The causes of the decline in fair value, such as credit deterioration, interest rate fluctuations, or market volatility;
- The severity and duration of the decline;
- The Company's ability and intent to hold the security to allow for recovery in fair value, as well as the likelihood of such a recovery in the near term;
- The Company's intent to sell the security, or if it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss.

Management performed a review of the fair values of all securities as of September 30, 2013 and determined that movements in the fair values of the securities were consistent with the change in market interest rates. As a result of its review and considering the attributes of these debt securities, the Company concluded that other than temporary impairment ("OTTI") did not exist at September 30, 2013. To date, the Company has received all scheduled principal and interest payments and expects to fully collect all future contractual principal and interest payments. The Company does not intend to sell the securities nor is it more likely than not that the Company will be required to sell the securities.

Management does not believe that any individual unrealized loss at September 30, 2013 represents OTTI. The unrealized losses reported for residential mortgage-backed securities and collateralized mortgage obligations relate entirely to securities issued by GNMA, FHLMC and FNMA that are currently rated AAA by Moody's Investor Services or Aaa by Standard & Poor's and are guaranteed by the U.S. government. The obligations of state and political subdivisions are comprised entirely of general-purpose debt obligations. The majority of these obligations have a credit quality rating of A or better and are secured by the unlimited taxing power of the issuer. In addition, the Company utilized a third party to perform an independent credit analysis of its state and political subdivision bonds that were either non-rated or had a rating below A. There were two obligations of state and political subdivisions that were either non-rated or had a rating below A. However, according to the independent credit analysis these two bonds were considered investment grade.

OTTI of Pooled Trust Preferred Collateralized Debt Obligations ("PreTSLs"):

At September 30, 2012, the Company's PreTSLs were comprised of four securities that were collateralized by debt issued by bank holding companies and insurance companies with an aggregate amortized cost of $10.3 million and an estimated fair value of $6.1 million. The Company divested its entire holdings of PreTSLs during 2012 and held no such securities at September 30, 2013.

The following table provides a cumulative rollforward of credit losses recognized:

Rollforward of Cumulative Credit Losses

(in thousands)	2013		2012	
Beginning balance January 1	$	-	$	8,619
Credit losses on debt securities for which OTTI was not previously recognized		-		-

Additional credit losses on debt securities for which OTTI was previously recognized		-		96
Less: sale of PreTSLs for which OTTI was previously recognized		-		-
Ending balance, September 30	$	-	$	8,715

Investments in FHLB of Pittsburgh and FRB stock, which have limited marketability, are carried at cost and totaled $3.9 million and $7.3 million at September 30, 2013 and December 31, 2012, respectively. FRB stock of $1.3 million is included in Other Assets at September 30, 2013 and December 31, 2012. Management noted no indicators of impairment for the FHLB of Pittsburgh and FRB of Philadelphia at September 30, 2013.

Note 7. Fair Value Measurements

In determining fair value, the Company uses various valuation approaches, including market, income and cost approaches. Accounting standards establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability, which are developed based on market data obtained from sources independent of the Company. Unobservable inputs reflects the Company's assumptions about the assumptions the market participants would use in pricing an asset or liability, which are developed based on the best information available in the circumstances.

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The fair value hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The fair value hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 valuation is based upon unadjusted quoted market prices for identical instruments traded in active markets.

Level 2 valuation is based upon quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by market data.

Level 3 valuation is derived from other valuation methodologies including discounted cash flow models and similar techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in determining fair value.

An asset or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

A description of the valuation methodologies used for assets recorded at fair value, and for estimating fair value of financial instruments not recorded at fair value, is set forth below.

Cash, Short-term Investments, Accrued Interest Receivable and Accrued Interest Payable

For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Securities

The estimated fair values of available-for-sale equity securities are determined by obtaining quoted prices on nationally recognized exchanges (Level 1 inputs). The estimated fair values for the Company's investments in obligations of U.S. government agencies, obligations of state and political subdivisions, government sponsored agency collateralized mortgage obligations, government sponsored agency residential mortgage backed securities, and corporate debt securities are obtained by the Company from a nationally-recognized pricing service. This pricing service develops estimated fair values by analyzing like securities and applying available market information through processes such as benchmark curves, benchmarking of like securities, sector groupings and matrix pricing (Level 2 inputs), to prepare valuations. Matrix pricing is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things and are based on market data obtained from sources independent from the Company. The Level 2 investments in the Company's portfolio are priced using those inputs that, based on the analysis prepared by the pricing service, reflect the assumptions that market participants would use to price the assets. The Company has determined that the Level 2 designation is appropriate for these securities because, as with most fixed-income securities, those in the Company's portfolio are not exchange-traded, and such non-exchange-traded fixed income securities are typically priced by correlation to observed market data. The Company has reviewed the pricing service's methodology to confirm its understanding that such methodology results in a valuation based on quoted market prices for similar instruments traded in active markets, quoted markets for identical or similar instruments traded in markets that are not active and model-based valuation techniques for which the significant assumptions can be corroborated by market data as appropriate to a Level 2 designation.

For those securities for which the inputs used by an independent pricing service were derived from unobservable market information, the Company evaluated the appropriateness and quality of each price. The Company reviewed the volume and level of activity for all classes of securities and attempted to identify transactions which may not be orderly or reflective of a significant level of activity and volume. For securities meeting these criteria, the quoted prices received from either market participants or an independent pricing service may be adjusted, as necessary, to estimate fair value (fair values based on Level 3 inputs). If applicable, the adjustment to fair value was derived based on present value cash flow model projections prepared by the Company or obtained from third party providers utilizing assumptions similar to those incorporated by market participants. The estimated fair value of the PreTSLs and the private label collateralized mortgage obligations that were previously held in the Company's securities portfolio during 2012 were obtained from third-party service providers that prepared the valuation using a discounted cash flow approach with inputs derived from unobservable market information (Level 3 inputs).

At September 30, 2013, the Company owned one security issued by a state and political subdivision with an amortized cost of $740 thousand and fair value of $710 thousand that is valued using Level 3 inputs. The market for this security has not been active since the credit rating of the issuer was downgraded by several nationally recognized credit rating agencies in 2010. The Company obtained a bid indication from a third-party municipal trading desk to determine the fair value of this security at September 30, 2013.

Loans

Except for collateral dependent impaired loans, fair values are estimated by discounting the projected future cash flows using market discount rates that reflect the credit, liquidity, and interest rate risk inherent in the loan. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. The estimated fair value of collateral dependent impaired loans is based on the appraised loan value or other reasonable offers less estimated costs to sell. The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for credit losses is established. The specific reserves for collateral dependent impaired loans are based on the fair value of the collateral less estimated costs to sell. The fair value of the collateral is based on appraisals. In some cases, adjustments are made to the appraised values due to various factors including age of the appraisal, age of comparable collateral included in the appraisal, and known changes in the market and in the collateral. When significant adjustments are based on unobservable inputs, the resulting fair value measurement is categorized as a Level 3 measurement.

Loans Held For Sale

Fair values of mortgage loans held for sale are based on commitments on hand from investors or prevailing market prices.

Mortgage Servicing Rights

The fair value of mortgage servicing rights is estimated using a discounted cash flow model that applies current estimated prepayments derived from the mortgage-backed securities market and utilizes a current market discount rate for observable credit spreads. The Bank does not record mortgage servicing rights at fair value on a recurring basis.

Federal Home Loan Bank (“FHLB”) and Federal Reserve Bank (“FRB”) Stock

Ownership in equity securities of FHLB of Pittsburgh and the FRB is restricted and there is no established market for their resale. The carrying amount is a reasonable estimate of fair value.

Deposits

The fair value of demand deposits, savings deposits, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated based on discounted cash flows using FHLB advance rates for currently-offered, similar-remaining maturities.

Borrowed funds

The Bank uses discounted cash flows based on rates currently available for debt with similar terms and remaining maturities, as well as the Company’s credit worthiness, to estimate fair value.

Commitments to extend credit and standby letters of credit

The fair value of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of off-balance- sheet commitments is insignificant and therefore not included in the table for non-recurring assets and liabilities.

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Assets measured at fair value on a recurring basis

The following tables detail the financial asset amounts that are carried at fair value and measured at fair value on a recurring basis at September 30, 2013 and December 31, 2012 and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine the fair value:

		Fair Value Measurements at September 30, 2013		
(in thousands)	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Available-for-sale securities:				
Government-sponsored agency:				
Collateralized mortgage obligations	$ 20,677	$ -	$ 20,677	$ -
Residential mortgage-backed securities	92,354	-	92,354	-
Obligations of state and political subdivisions	71,217	-	70,507	710
Corporate debt securities	405	-	405	-
Equity securities	961	961	-	-
Total securities available-for-sale	$ 185,614	$ 961	$ 183,943	$ 710

		Fair Value Measurements at December 31, 2012		
(in thousands)	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Available-for-sale securities:				
Obligations of U.S. government agencies	$ 1,891	$ -	$ 1,891	$ -
Government-sponsored agency:				
Collateralized mortgage obligations	9,103	-	9,103	-
Residential mortgage-backed securities	69,456	-	69,456	-
Obligations of state and political subdivisions	103,501	-	101,762	1,739
Corporate debt securities	410	-	410	-
Equity securities	1,000	1,000	-	-
Total securities available-for-sale	$ 185,361	$ 1,000	$ 182,622	$ 1,739

The tables below present a reconciliation and statement of operations classifications of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the nine month periods ended September 30, 2013 and 2012:

Fair Value Measurements
Using Significant Unobservable Inputs (Level 3)

(in thousands)	State and Political Subdivisions
Balance at December 31, 2012	$ 1,739
Amortization	-
Accretion	-
Payments received	(425)
Sales	(622)

Total gains or losses (realized/unrealized):		
Included in earnings		2
Included in other comprehensive income		16
Balance at September 30, 2013	$	710

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Fair Value Measurements
Using Significant Unobservable Inputs (Level 3)

(in thousands)	PreTSLs	State and Political Subdivisions	Private Label CMOs	Total
Balance at December 31, 2011	$ 3,801	$ 2,811	$ 36,256	$ 42,868
Amortization	-	-	(348)	(348)
Accretion	-	-	90	90
Payments received	(154)	(410)	(10,692)	(11,256)
Purchases	-	-	14,691	14,691
Sales and calls	-	(585)	(6,513)	(7,098)
Total gains or losses (realized/unrealized):				
Included in earnings	(96)	1	84	(11)
Included in other comprehensive income	2,565	56	(27)	2,594
Balance at September 30, 2012	$ 6,116	$ 1,873	$ 33,541	$ 41,530

There were no transfers between levels within the fair value hierarchy during the nine months ended September 30, 2013.

Assets measured at fair value on a non-recurring basis

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

	Fair Value Measurements at September 30, 2013			
(in thousands)	Fair Value (1)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Collateral-dependent impaired loans	$ 6,046	$ -	$ -	$ 6,046
Other real estate owned	2,376	-	-	2,376

	Fair Value Measurements at December 31, 2012			
(in thousands)	Fair Value (1)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Collateral-dependent impaired loans	$ 7,816	$ -	$ -	$ 7,816
Other real estate owned	2,455	-	-	2,455

(1) Represents carrying value and related write-downs for which adjustments are based on appraised value. Management makes adjustments to the appraised values as necessary to consider declines in real estate values since the time of the appraisal. Such adjustments are based on management's knowledge of the local real estate markets.

Collateral dependent impaired loans are classified as Level 3 assets and the estimated fair value of the collateral is based on the appraised loan value or other reasonable offers less estimated costs to sell. When the measure of the impaired loan is less than the recorded investment in the loan, the impairment is recorded through a valuation

allowance or is charged-off. The amount shown is the balance of impaired loans, net of any charge-offs and the related allowance for loan losses.

Other real estate owned properties are recorded at the fair value less the estimated cost to sell at the date of foreclosure. Subsequent to foreclosure, the balance might be subject to additional write-downs. It is the Company's policy to obtain certified external appraisals of real estate collateral underlying impaired loans, including OREO, and it estimates fair value using those appraisals. Other valuation sources may be used, including broker price opinions, letters of intent and executed sale agreements. The amounts in the table above represent the value of OREO properties that were subject to additional write-downs subsequent to foreclosure.

The Company discloses fair value information about financial instruments, whether or not recognized in the Statement of Financial Condition, for which it is practicable to estimate that value. The following estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. However, management judgment is required to interpret data and develop fair value estimates. Accordingly, the estimates below are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The estimated fair values of the Company's financial instruments are as follows:

(in thousands)	Fair Value Measurement	September 30, 2013 Carrying Value	Fair Value	December 31, 2012 Carrying Value	Fair Value
Financial assets					
Cash and short term investments	Level 1	$ 86,386	$ 86,386	$ 115,271	$ 115,271
Securities available-for-sale	See previous table	185,614	185,614	185,361	185,361
Securities held-to-maturity	Level 2	2,280	2,420	2,198	2,483
FHLB and FRB Stock	Level 2	3,900	3,900	7,308	7,308
Loans, held for sale	Level 3	884	884	1,615	1,615
Loans, net	Level 2	638,872	644,729	579,396	592,504
Accrued interest receivable	Level 2	2,320	2,320	2,199	2,199
Mortgage servicing rights	Level 3	560	972	675	884
Financial liabilities					
Deposits	Level 2	853,810	856,034	854,613	858,970
Borrowed funds	Level 2	72,523	75,790	53,903	59,021
Accrued interest payable	Level 2	8,234	8,234	6,427	6,427

Note 8. Earnings per Share

For the Company, the numerator of both the basic and diluted earnings per common share is net income available to common shareholders (which is equal to net income less dividends on preferred stock and related discount accretion). The weighted average number of common shares outstanding used in the denominator for basic earnings per common share is increased to determine the denominator used for diluted earnings per common share by the effect of potentially dilutive common share equivalents utilizing the treasury stock method. For the Company, common share equivalents are outstanding stock options to purchase the Company's common shares.

The following table shows the calculation of both basic and diluted earnings per common share and the number of stock options excluded from common share equivalents for the three and nine months ended September 30, 2013 and 2012:

(in thousands, except share data)	Three Months Ended September 30, 2013	2012	Nine Months Ended September 30, 2013	2012
Net income (loss)	$ 1,887	$ (6,521)	$ 4,338	$ (8,653)
Basic weighted-average number of common shares outstanding	16,457,169	16,442,119	16,457,169	16,442,119
Plus: common share equivalents	-	-	-	-
Diluted weighted-average number of common shares outstanding	16,457,169	16,442,119	16,457,169	16,442,119
Earnings per common share:				
Basic	$ 0.11	$ (0.40)	$ 0.26	$ (0.53)
Diluted	$ 0.11	$ (0.40)	$ 0.26	$ (0.53)
	114,348	114,348	144,470	144,470

Number of stock options excluded from
common share equivalents

Common share equivalents, in the table above, exclude stock options with exercise prices that exceed the average market price of the Company's common shares during the periods presented. Inclusion of these stock options would be anti-dilutive to the diluted earnings per common share calculation.

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Note 9. Other Comprehensive Income

The following tables summarize the reclassifications out of accumulated other comprehensive income (loss):

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
(in thousands)	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Consolidated Statements of Operations	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Consolidated Statements of Operations
Available-for-sale securities:				
Reclassification adjustment for net gains reclassified into net income	$ (817)	Net gain on sale of securities	$ (2,558)	Net gain on sale of securities
Taxes	278	Income taxes	870	Income taxes
Net of tax amount	$ (539)		$ (1,688)	

	Three Months Ended September 30, 2012		Nine Months Ended September 30, 2012	
(in thousands)	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Consolidated Statements of Operations	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Consolidated Statements of Operations
Available-for-sale securities:				
Reclassification adjustment for net gains reclassified into net income	$ (88)	Net gain on sale of securities	$ (96)	Net gain on sale of securities
Reclassification adjustment for non-credit-related gains reclassified into net income	2,345	OTTI	2,565	OTTI
Taxes	(767)	Income taxes	(840)	Income taxes
Net of tax amount	$ 1,490		$ 1,629	

The following table summarizes the changes in accumulated other comprehensive (loss) income, net of tax:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2013	2012	2013	2012
Beginning balance	$ (1,142)	$ (449)	$ 6,698	$ (3,967)
Other comprehensive (loss) income before reclassifications	(87)	4,680	(6,778)	8,140
Amounts reclassified from accumulated other comprehensive (loss) income	(539)	(121)	(1,688)	(63)
Net other comprehensive (loss) income during the period	(626)	4,559	(8,466)	8,077
Ending balance	$ (1,768)	$ 4,110	$ (1,768)	$ 4,110

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Note 10. Related Party Transactions

The Company and the Bank have engaged in and intend to continue to engage in banking and financial transactions in the conduct of its business with directors and the executive officers of the Company and the Bank and their related parties.

The Bank has granted loans, letters of credit and lines of credit to directors, executive officers and their related parties. The following table summarizes the changes in the total amounts of such outstanding loans, advances under lines of credit as well as repayments during the nine months ended September 30, 2013 and 2012:

	September 30,			
(in thousands)	2013		2012	
Outstanding at beginning of the year	$	33,296	$	87,442
New loans and advances		38,669		52,242
Repayments / reductions		(38,750)		(89,369)
Other (1)		(256)		-
Outstanding at end of period	$	32,959	$	50,315

(1) Represents loans to related parties that ceased being related parties during the period.

At September 30, 2013, loans to directors, executive officers and their related parties which were not performing in accordance with the terms of the loan agreements totaled $184 thousand.

Included in related party loans is $8.3 million outstanding under a commercial line of credit (“line”) to a company owned by a director. The Company also sold a participation interest in this line to the same director in the amount of $5.2 million, of which $3.3 million is outstanding. The Bank receives a 25 basis point annual servicing fee from this director on the participation balance.

Deposits from directors, executive officers and their related parties held by the Bank at September 30, 2013 and December 31, 2012 amounted to $69.0 million and $66.7 million, respectively. Interest paid on the deposits amounted to $55 thousand and $111 thousand for the nine months ended September 30, 2013 and 2012, respectively.

In the course of its operations, the Company acquires goods and services from and transacts business with various companies affiliated with related parties. The Company believes these transactions were made on the same terms as those for comparable transactions with unrelated parties. The Company recorded payments for these services of $2.4 million and $1.3 million for the nine months ended September 30, 2013 and 2012, respectively.

Subordinated notes held by officers and directors and/or their related parties totaled $10.0 million at both September 30, 2013 and December 31, 2012. There was no interest paid to directors on these notes for the nine months ended September 30, 2013 and 2012. Interest accrued and unpaid on loans to directors totaled $2.8 million at September 30, 2013.

Note 11. Stock Compensation Plans

On August 30, 2000, the Company’s Board adopted an Employee Stock Incentive Plan (“Stock Incentive Plan”) in which options may be granted to key officers and other employees of the Company. The aggregate number of shares which may be issued upon exercise of the options under the plan cannot exceed 1,100,000 shares. Options and rights granted under the plan become exercisable six months after the date the options are awarded and expire ten years after the award date. Upon exercise, the shares are issued from the Company’s authorized but unissued stock. The Stock

Incentive Plan expired on August 30, 2010, therefore no further grants will be made under the plan.

The Board also adopted on August 30, 2000, the Independent Directors Stock Option Plan (the "Directors' Stock Plan") for directors who are not officers or employees of the Company. The aggregate number of shares issuable under the Directors' Stock Plan cannot exceed 550,000 shares and are exercisable six months from the date the awards are granted and expire three years after the award date. Upon exercise, the shares are issued from the Company's authorized but unissued shares. The Directors' Stock Plan expired on August 30, 2010, therefore no further grants will be made under the plan.

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On November 28, 2012, the Board of Directors adopted the 2012 Employee Stock Grant Plan (the “Employee Stock Plan”) under which 16,000 shares of common stock were authorized to be granted to employees. In December, 2012, the Company granted 15,050 shares of the Company’s common stock to employees under this plan.

There was no compensation expense related to options or stock under the Employee Stock Incentive Plan, the Directors’ Stock Plan, and the Employee Stock Plan for the three months and nine months ended September 30, 2013 and 2012.

In accordance with current accounting guidance, all options are charged against income at their fair value. Awards granted under the plans vest immediately and the entire expense of the award is recognized in the year of grant.

A summary of the status of the Company’s stock option plans is presented below:

	Nine Months Ended September 30,					
	2013			2012		
	Shares	Weighted Average Exerice Price		Shares	Weighted Average Exerice Price	
Outstanding at the beginning of the year	129,170	$	14.26	188,193	$	12.62
Granted	-		-	-		-
Exercised	-		-	-		-
Forfeited	(14,822)		13.81	(43,723)		7.17
Outstanding at period end	114,348	$	14.32	144,470	$	14.27
Options exercisable at period end	114,348	$	14.32	144,470	$	14.27
Weighted average fair value of options granted during the year		$	-		$	-
Stock-based compensation expense		$	-		$	-

There were no options exercised during these periods. As of September 30, 2013, there was no unrecognized compensation expense.

Information pertaining to options outstanding at September 30, 2013 is as follows:

	Options Outstanding				Options Excercisable		
Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price		Number Exercisable	Weighted Average Exercise Price	
$10.01 - $23.13	114,348	2.74	$	14.32	114,348	$	14.32

At September 30, 2013, there was no aggregate intrinsic value of exercisable options.

Note 12. Contingencies

In addition to the litigation disclosed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012, the following two class actions were filed against the Company and the Bank during the third quarter of 2013:

· On August 13, 2013, Steven Antonik, individually, as Administrator of the Estate of Linda Kluska, William R. Howells, and Louise A. Howells, on behalf of themselves and others similarly situated, filed a consumer protection class action against the Company and Bank in the Lackawanna County Court of Common Pleas, seeking equitable, injunction and monetary relief to address an alleged pattern and practice of wrong doing by the Bank relating to the repossession and sale of the Plaintiffs' and class members' financed motor vehicles. This matter is in its early discovery stage. At this time the Company cannot reasonably determine the outcome or potential range of loss.

· On September 17, 2013, Charles Saxe, III individually and on behalf of all others similarity situated filed a consumer class action against the Bank in the Lackawanna County Court of Common Pleas alleging violations of the Pennsylvania Uniform Commercial Code in connection with the repossession and resale of financed vehicles. This matter is in its early discovery stage. At this time the Company cannot reasonably determine the outcome or potential range of loss.

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

This Quarterly Report should be read in conjunction with the more detailed and comprehensive disclosures included on our Form 10-K for the year ended December 31, 2012 and our Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013. In addition, please read this section in conjunction with our Consolidated Financial Statements and Notes to Consolidated Financial Statements contained herein.

We are in the business of providing customary retail and commercial banking services to individuals and businesses. Our core market is Northeastern Pennsylvania.

Forward Looking Statements

The Company may from time to time make written or oral "forward-looking statements," including statements contained in the Company's filings with the Securities and Exchange Commission ("SEC") (including this report and exhibits hereto), in its reports to shareholders, and in other communications by the Company, which are made in good faith by the Company pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

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These forward-looking statements include statements with respect to the Company's beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors (some of which are beyond the Company's control). The words "may," "could," "should," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan" and similar expressions are intended to ident forward-looking statements. The following factors, among others, could cause the Company's financial performance to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements: the strength of the United States economy in general and the strength of the local economies in the Company's markets; the effects of, and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System; inflation, interest rate, market and monetary fluctuations; the timely development of and acceptance of new products and services; the ability of the Company to compete with other institutions for business; the composition and concentrations of the Company's lending risk and the adequacy of the Company's reserves to manage those risks; the valuation of the Company's investment securities; the ability of the Company to pay dividends or repurchase common shares; the ability of the Company to retain key personnel; the impact of any pending or threatened litigation against the Company; the marketability of shares of the Company and fluctuations in the value of the Company's share price; the impact of the Company's ability to comply with its regulatory agreements and orders; the effectiveness of the Company's system of internal controls; the ability of the Company to attract additional capital investment; the timing of the Company's annual shareholder meeting; the impact of changes in financial services' laws and regulations (including laws concerning taxes, banking, capital adequacy, securities and insurance); the impact of technological changes and security risks upon the Company's information technology systems; changes in consumer spending and saving habits; the nature, extent, and timing of governmental actions and reforms, and the success of the Company at managing the risks involved in the foregoing.

The Company cautions that the foregoing list of important factors is not all inclusive. Readers are also cautioned not to place undue reliance on any forward-looking statements, which reflect management's analysis only as of the date of this report, even if subsequently made available by the Company on its website or otherwise. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company to reflect events or circumstances occurring after the date of this report.

Readers should carefully review the risk factors described in the Annual Report and other documents that the Company periodically files with the Securities and Exchange Commission, including its Form 10-K for the year ended December 31, 2012.

Critical Accounting Policies

In preparing the consolidated financial statements, management has made estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statements of condition and results of operations for the periods indicated. Actual results could differ significantly from those estimates.

The Company's accounting policies are fundamental to understanding management's discussion and analysis of its financial condition and results of operations. Management has identified the policies on the allowance for loan and lease losses ("ALLL"), securities valuation, valuation of other real estate owned ("OREO") and income taxes to be critical, as management is required to make subjective and/or complex judgments about matters that are inherently uncertain and could be most subject to revision as new information becomes available.

The judgments used by management in applying the critical accounting policies discussed below may be affected by a further and prolonged deterioration in the economic environment, which may result in changes to future financial results. Specifically, subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes in the ALLL in future periods, and the inability to collect on outstanding loans could result in increased loan losses. In addition, the valuation of certain securities in the Company's investment portfolio could be negatively impacted by illiquidity or dislocation in marketplaces resulting in significantly depressed market prices

thus leading to further impairment losses.

Allowance for Loan and Lease Losses

Management continually evaluates the credit quality of the Company's loan portfolio, and performs a formal review of the adequacy of the ALLL on a quarterly basis. The ALLL is established through a provision for loan losses charged to earnings and is maintained at a level management considers adequate to absorb estimated probable losses inherent in the loan portfolio as of the evaluation date. Loans, or portions of loans, determined by management to be uncollectible are charged off against the ALLL, while recoveries of amounts previously charged off are credited to the ALLL.

Determining the amount of the ALLL is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, qualitative factors, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. Various banking regulators, as an integral part of their examination of the Company, also review the ALLL. Such regulators may require, based on their judgments about information available to them at the time of their examination, that certain loan balances be charged off or require that adjustments be made to the ALLL. Additionally, the ALLL is determined, in part, by the composition and size of the loan portfolio.

The ALLL consists of specific and general components. The specific component relates to loans that are classified as impaired. For such loans an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers all other loans and is based on historical loss experience adjusted by qualitative factors. The general reserve component of the ALLL is based on pools of unimpaired loans segregated generally by loan segment and risk rating categories of "Pass," "Special Mention" or "Substandard and Accruing," and historical loss factors and varied qualitative factor basis point allocations are applied based on the risk profile in each risk rating category to determine the appropriate reserve related to those loans. Substandard loans include non-accrual status are included in impaired loans if they are above the $100 thousand loan relationship threshold and all loans considered TDRs.

See Note 4 -"Loans" of the consolidated financial statements included in Item 1 hereof for additional information about the ALLL.

Securities Valuation

Management utilizes various inputs to determine the fair value of its investment portfolio. To the extent they exist, unadjusted quoted market prices in active markets (Level 1) or quoted prices on similar assets or models using inputs that are observable, either directly or indirectly (Level 2) are utilized to determine the fair value of each investment in the portfolio. In the absence of observable inputs or if markets are illiquid, valuation techniques are used to determine fair value of any investments that require inputs that are both unobservable and significant to the fair value measurement (Level 3). For Level 3 inputs, valuation techniques are based on various assumptions, including, but not limited to, cash flows, discount rates, adjustments for nonperformance and liquidity, and liquidation values. A significant degree of judgment is involved in valuing investments using Level 3 inputs. The use of different assumptions could have a positive or negative effect on the consolidated financial condition or results of operations. See Note 7 -"Fair Value Measurements" of the consolidated financial statements included in Item 1 hereof for more information about the Company's securities valuation techniques.

On a quarterly basis, management evaluates individual investment securities classified as held-to-maturity or available-for-sale having unrealized losses to determine whether or not the security is other-than-temporarily-impaired ("OTTI"). The analysis of OTTI requires the use of various assumptions, including but not limited to, the length of time an investment's fair value is less than book value, the severity of the investment's decline, any credit deterioration of the issuer, whether management intends to sell the security, and whether it is more-likely-than-not that the Company will be required to sell the security prior to recovery of its amortized cost basis. Debt investment securities deemed to be OTTI are written down by the impairment related to the estimated credit loss and the non-credit related impairment loss is recognized in other comprehensive income. The Company did not recognize OTTI charges on investment securities during the nine months ended September 30, 2013. The Company recognized OTTI charges on securities of $96 thousand within the consolidated statements of operations for the nine months ended September 30, 2012, which related mainly to estimated credit losses on pooled trust preferred securities.

Other Real Estate Owned

Other real estate owned (“OREO”) consists of property acquired by foreclosure, abandonment or conveyance of deed in-lieu of foreclosure and bank premises that are no longer used in operation or for future bank expansion. OREO is held for sale and is initially recorded at fair value less cost to sell at the date of acquisition or transfer, which establishes a new cost basis. Upon acquisition of a property through foreclosure or deed in-lieu, any write-down to fair value less estimated selling costs is charged to the ALLL. This determination is made on an individual asset basis. Bank premises no longer used for operation or for future expansion are transferred to OREO at their fair value less estimated selling costs with any related write-down included in non-interest expense. Subsequent to acquisition, valuations of the properties are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Fair value is determined through external appraisals, current letters of intent, broker price opinions or executed agreements of sale. Costs relating to the development and improvement of the OREO properties may be capitalized; holding period costs and subsequent changes to the valuation allowance are charged to expense as incurred.

Income Taxes

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity’s financial statements or tax returns. Judgment is required in assessing the future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. Fluctuations in the actual outcome of these future tax consequences could impact our consolidated financial condition or results of operations.

The Company records an income tax provision or benefit based on the amount of tax currently payable or receivable and the change in deferred tax assets and liabilities. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes. Management conducts quarterly assessments of all available evidence to determine the amount of deferred tax assets that will more-likely-than-not be realized. The available evidence used in connection with these assessments includes taxable income in current and prior periods, cumulative losses in prior periods, projected future taxable income, potential tax-planning strategies, and projected future reversals of deferred tax items. Management's assumptions and estimates take into consideration its interpretation of tax laws and possible outcomes of current and future audits conducted by tax authorities. These assessments involve a certain degree of subjectivity which may change significantly depending on the related circumstances.

In connection with determining the income tax provision or benefit, the Company considers maintaining liabilities for uncertain tax positions and tax strategies that management believes contain an element of uncertainty. Periodically, the Company evaluates each of its tax positions and strategies to determine whether a liability for uncertain tax benefits is required. As of September 30, 2013 and December 31, 2012, the Company did not have any uncertain tax positions or tax strategies and no liability was required to be recorded.

New Authoritative Accounting Guidance

Accounting Standards Update ("ASU") No. 2011-11, Balance Sheet (Topic 210): "Disclosures about Offsetting Assets and Liabilities" requires enhanced disclosures that will enable users of its financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position. This includes the effect or potential effect of rights of setoff associated with an entity's recognized assets and recognized liabilities within the scope of this update. The amendments require enhanced disclosures by requiring improved information about financial instruments and derivative instruments that are either (1) offset in accordance with either Accounting Standards Codification Topic ("ASC") 210-20-45 or ASC 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either ASC 210-20-45 or ASC 815-10-45. The Company adopted ASU No. 2011-11 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company.

ASU No. 2012-02, Intangibles-Goodwill and Other (Topic 350): "Testing Indefinite-Lived Intangible Assets for Impairment" simplifies the guidance for testing the decline in realizable value (impairment) of indefinite-lived intangible assets other than goodwill. ASU No. 2012-02 allows an entity the option to first assess qualitative factors to determine whether it is necessary to perform the quantitative impairment test. An organization electing to perform a qualitative assessment is no longer required to calculate the fair value of an indefinite-lived intangible asset unless the organization determines, based on a qualitative assessment, that it is "more likely than not" that the asset is impaired. The Company adopted ASU 2012-02 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company.

ASU No. 2013-01, Balance Sheet (Topic 210): "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities" clarifies the scope of transactions that are subject to the disclosures about offsetting, specifically that ordinary trade receivables and receivables are not in the scope of ASU No. 2011-11. This update applies only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are offset in accordance with specific criteria contained in FASB Accounting Standards Codification or subject to a master netting arrangement or similar agreement. The Company adopted ASU 2013-01 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company.

ASU No. 2013-02, Comprehensive Income (Topic 220): "Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income" improves the transparency of reporting these reclassifications. The new amendments

require an organization to: present either on the face of the statement where income is presented or in the notes to the financial statements the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income; or cross reference to other disclosures currently required under GAAP for other reclassification items to be reclassified directly to income in their entirety in the same reporting period. The amendments apply to all public and private companies that report other comprehensive income. The Company adopted ASU 2013-02 on January 1, 2013. The adoption of this new guidance did not have an effect on the operating results or financial position of the Company, however see Note 9 “Other Comprehensive Income” of the consolidated financial statements included in Item 1 hereof for additional disclosures related to the adoption of ASU No. 2013-02.

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Executive Summary

The following overview should be read in conjunction with this Management's Discussion and Analysis ("MD&A") in its entirety.

The Company's performance for the three- and nine-month periods ended September 30, 2013 was positively impacted by lower non-interest expense due to cost containment initiatives, less reliance on outside consultants, and asset quality improvement.

The Company recorded net income of $1.9 million, or $0.11 per diluted common share, for the three month period ended September 30, 2013, compared to a net loss of $6.5 million, or $(0.40) per diluted common share, for the comparable three months of 2012. The $8.4 million earnings improvement was due primarily to a credit for loan and leases losses, coupled with a reduction in non-interest expense and an increase in non-interest income, partially offset by a decrease in net interest income. Net income for the nine months ended September 30, 2013 was $4.3 million, or $0.26 per diluted common share, an increase of $13.0 million, compared to a net loss of $8.7 million, or $(0.53) per diluted common share, for the same period in the prior year. The annualized return on average equity was 23.47% and 16.76% for the three and nine months ended September 30, 2013, compared to (64.68)% and (28.11)% for the comparable periods in 2012. The annualized return on average assets was 0.79% and 0.61% for the three and nine months ended September 30, 2013, compared to (2.64)% and (1.13)% for the comparable periods in 2012. Average equity to average assets was 3.37% and 3.67% for the three and nine months ended September 30, 2013, compared to 4.08% and 4.01% for the comparable periods in 2012. The Company did not pay any dividends during the three or nine months ended September 30, 2013 and 2012.

The $8.4 million earnings improvement for the third quarter was largely due to a $1.2 million credit for loan and lease losses recorded in 2013 as compared to a $3.8 million provision for loan and lease losses recorded for the same three months of 2012. Also positively affecting third quarter earnings was a $3.1 million, or 27.8%, decrease in non-interest expense and a $756 thousand, or 45.6%, increase in non-interest income compared to the same period of 2012. The reduction in non-interest expense was driven by decreases in professional and legal fees, expenses related to other real estate owned, salaries and employee benefits expense, and the provision for off-balance sheet commitments. The increase in non-interest income resulted primarily from net gains on the sale of investment securities and an increase in other income, partially offset by a decrease in net gains on the sale of mortgage loans held for sale. The increase in other income resulted primarily from interest received from the IRS on federal income tax refunds. These positive factors were partially offset by a $402 thousand decrease in net interest income.

The $13.0 million increase in earnings for the nine months ended September 30, 2013 as compared to the nine months ended September 30, 2012 was primarily due to a $6.7 million decrease in non-interest expense coupled with a $2.5 million increase in non-interest income. In addition, the Company recorded a $2.4 million credit for loan and lease losses for the nine months ended September 30, 2013 compared to a provision of $3.4 million for the same nine months of 2012.

Total assets increased $10.2 million, or 1.1%, to $978.5 million at September 30, 2013 as compared to $968.3 million at December 31, 2012. The balance sheet increase reflected improved loan demand, which resulted in a $59.5 million, or 10.3%, increase in loans, net of deferred loan origination fees and costs, unearned income and the allowance for loan and lease losses. Total deposits were $853.8 million at September 30, 2013, a decrease of $0.8 million from $854.6 million at December 31, 2012. As a result of the increased loan demand, cash and cash equivalents decreased $28.9 million to $86.4 million at September 30, 2013 from $115.3 million at December 31, 2012. Borrowed funds, specifically advances from the Federal Home Loan Bank ("FHLB") of Pittsburgh increased $18.6 million to $37.2 million at the end of the third quarter of 2013 compared to December 31, 2012. These advances were used for liquidity purposes in funding the increased loan demand.

Total shareholders' equity decreased $4.1 million, or 11.1%, to $32.8 million at September 30, 2013 from $36.9 million at December 31, 2012. Year-to-date net income of $4.3 million was more than entirely offset by other comprehensive loss of $8.5 million due to the change in fair value of the Company's available-for-sale securities. The change in fair value of available-for-sale securities was related entirely to changes in market interest rates. Despite the reduction in shareholders' equity, the Company's regulatory capital ratios improved at September 30, 2013, as compared to December 31, 2012. The ratio of total capital to risk-weighted assets improved to 11.09% at the end of the third quarter of 2013 from 10.20% at year-end 2012. The leverage ratio, Tier 1 capital as a percentage of average assets, rose to 4.61% at September 30, 2013, as compared to 4.07% at December 31, 2012.

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Summary of Performance

Net Interest Income

Net interest income is the difference between (i) interest revenue, interest and fees on interest-earning assets, and (ii) interest expense, interest paid on deposits and borrowed funds. Net interest income represents the largest component of the Company's operating income and as such is the primary determinant of profitability. Net interest income is impacted by variations in the volume, rate and composition of earning assets and interest-bearing liabilities, changes in general market rates and the level of non-performing assets. The net interest margin on a fully tax equivalent basis is calculated by dividing tax equivalent net interest income by average interest earning assets and is a key measurement used in the banking industry to measure income from earning assets. However, due to the Company's net operating losses in prior years, the Company has not paid federal income taxes in 2012 and 2013. The Company's net interest margin was 3.17% for the three months ended September 30, 2013, a reduction of 12 basis points compared to 3.29% for the same period in 2012. Rate spread, the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities shown on a fully tax equivalent basis, was 3.05% for the three months ended September 30, 2013, a decrease of 9 basis points compared to 3.14% for the same period of 2012. For the nine months ended September 30, 2013, the tax-equivalent net interest margin and the rate spread was 3.23% and 3.11%, respectively, compared to 3.27% and 3.14% for the respective nine-month periods of 2012.

For the nine months ended September 30, 2013, net interest income on a tax equivalent basis decreased $2.2 million to $20.9 million from $23.1 million for the comparable period in 2012. Tax-equivalent interest income decreased $3.8 million, or 12.7%, to $26.4 million for the nine months ended September 30, 2013, which was partially mitigated by a $1.6 million, or 23.0%, reduction in interest expense. The reduction in interest income resulted primarily from a 20 basis point decline in the tax-equivalent yield on earning assets, coupled with a $79.1 million, or 8.4%, decrease in average earning assets which caused decreases to interest income of $2.4 million and $1.4 million, respectively. The reduction in interest expense resulted primarily from a $77.5 million decrease in average interest-bearing liabilities, and to a lesser extent, a 17 basis point decline in the cost of funds, which reduced interest expense by $1.2 million and $430 thousand, respectively.

For the third quarter, tax-equivalent net interest income decreased $0.5 million to $6.9 million in 2013 from $7.5 million in 2012. The decrease in tax-equivalent interest income was caused primarily by a 27 basis point decrease in the yield on average earning assets to 3.99% in 2013 from 4.26% in 2012. Loan yield fell 36 basis points, while yields on investment securities decreased 122 basis points, which resulted in decreases to tax-equivalent interest income of $589 thousand and $352 thousand, respectively. Interest expense for the three-month period ended September 30, 2013 was impacted by an 18 basis point decrease in the cost of funds and a $17.5 million reduction in average interest-bearing liabilities.

Interest income on loans on a tax-equivalent basis decreased $0.3 million and $2.4 million for the three and nine months ended September 30, 2013, respectively, compared to the same periods in 2012. The decrease in interest income on loans for the three months ended September 30, 2013 was as a result of the 36 basis point decrease in yield, partially mitigated by a $23.3 million increase in average loan balances to $650.2 million, as the Company experienced strong loan demand in the third quarter. The decrease in interest income on loans for the nine months ended September 30, 2013 was as a result of a decrease in average loan balances of $32.8 million to $628.5 million, coupled with a 25 basis point decline in the tax-equivalent yield. The reductions in the yield on loans for both the three and nine months ended September 30, 2013 was due to payoffs of higher yielding loans which cannot be replaced in this low interest rate environment caused by the continuing weak economic conditions.

Interest and dividend income on investment securities on a tax-equivalent basis decreased by $0.6 million and $1.4 million for the three and nine months ended September 30, 2013, respectively, compared to the same periods in 2012. The reductions in interest and dividend income on investment securities are primarily attributable to decreases in the

tax-equivalent yield of investment securities of 122 basis points and 101 basis points, respectively, for the three and nine month periods ended September 30, 2013. Although average investment securities increased $1.3 million and $2.3 million, for the respective three-month and nine-month periods ended September 30, 2013, high-yielding tax-free state and municipal obligations that were sold during the second and third quarters of 2013 were reinvested into lower-yielding instruments contributing to the lower yield and lower interest and dividend income.

Average interest-bearing deposits in other banks and federal funds sold were $31.2 million and $36.4 million for the three and nine months ended September 30, 2013 compared to $87.0 million and $85.0 million for the comparable periods in 2012, as management deployed available liquidity during the nine months ended September 30, 2013 to purchase investment securities and fund loan demand. As a result, interest earned from interest-bearing deposits in other banks decreased $26 thousand and $73 thousand for the three months and nine months ended September 30, 2013, respectively, compared to the same periods in 2012.

Average interest-bearing liabilities totaled $769.6 million for the three months ended September 30, 2013, a decrease of $17.5 million, or 2.2%, compared to the same period in 2012 due primarily to decreases in average deposits. Average interest-bearing demand deposits, savings deposits, and other time deposits decreased $5.6 million, $3.3 million, and $29.9 million, respectively, from the same three-month period in 2012. These reductions were partially offset by increases in average time deposits over $100 thousand of $20.5 million. The cost of interest-bearing demand deposits, savings deposits, time deposits over $100 thousand and other time deposits decreased 7, 8, 12 and 11, basis points respectively, from the same period in 2012. In total, the average cost of interest-bearing deposits decreased by 12 basis points to 0.59% during the three months ended September 30, 2013 from 0.71% for the same period in 2012.

Average interest-bearing liabilities totaled $758.0 million for the nine months ended September 30, 2013, a decrease of $77.5 million, or 9.3%, compared to the same period in 2012. Reductions in the average balances of savings deposits, time deposits over $100 thousand and other time deposits were partially offset by an increase in interest-bearing demand deposits. On a year-to-date basis, the average cost of interest-bearing deposits decreased by 12 basis points to 0.61% in 2013 from 0.73% for the same period in 2012. The decreases in the rates for interest-bearing deposits were driven primarily by the pricing decreases that resulted from the Company's pricing strategy and an overall decrease in market rates.

Average borrowings increased $0.8 million for the three months ended September 30, 2013 as compared to the same three months of 2012. For the nine months ended September 30, 2013, average borrowings decreased $17.0 million, or 22.6%, as compared to the same period in the prior year. The cost of borrowed funds decreased by 98 basis points and 4 basis points to 4.38% and 5.17% for the three and nine months ended September 30, 2013 as compared to 5.36% and 5.21% for the same periods in 2012. The decrease in average borrowing costs was due to advances from the FHLB of Pittsburgh accounting for a larger percentage of the overall balance of borrowed funds. In addition, advances taken during the nine months ended September 30, 2013 were at significantly lower rates than prior advances. The weighted average cost of FHLB of Pittsburgh advances for the nine month ended September 30, 2013 was 2.34%, a decrease of 119 basis points from 3.53% for the same period of 2012.

Net interest income depends upon the relative amount of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them. The following tables set forth certain information relating to our consolidated statements of financial condition and operations for the three- and nine-month periods ended September 30, 2013 and 2012, and reflect the average yield on assets and average cost of liabilities for the periods indicated. Such yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods shown. Average balances are derived from average daily balances. The yields include amortization of fees which are considered adjustments to yields.

	Three Months Ended September 30, 2013			Three Months Ended September 30, 2012		
(dollars in thousands)	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost
ASSETS						
Earning Assets (2)(3)						
Loans-taxable (4)	$ 608,799	$ 6,486	4.26 %	$ 593,627	$ 6,816	4.59 %
Loans-tax free (4)	41,412	526	5.08 %	33,258	503	6.05 %
Total loans (1)(2)	650,211	7,012	4.31 %	626,885	7,319	4.67 %
Securities-taxable	133,253	596	1.79 %	112,157	809	2.89 %
Securities-tax free	61,757	1,126	7.29 %	81,521	1,492	7.32 %
Total securities (1)(5)	195,010	1,722	3.53 %	193,678	2,301	4.75 %
Interest-bearing deposits in other banks and federal funds sold	31,166	17	0.22 %	87,017	43	0.20 %
Total earning assets	876,387	8,751	3.99 %	907,580	9,663	4.26 %
Non-earning assets	96,810			101,027		
Allowance for loan and lease losses	(18,744)			(19,861)		
Total assets	$ 954,453			$ 988,746		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing Liabilities						
Interest-bearing demand deposits	285,245	124	0.17 %	290,843	172	0.24 %

Savings deposits	86,831	21	0.10 %	90,094	41	0.18 %
Time deposits over $100,000	173,052	339	0.78 %	152,547	345	0.90 %
Other time deposits	153,788	553	1.44 %	183,736	711	1.55 %
Total interest-bearing deposits	698,916	1,037	0.59 %	717,220	1,269	0.71 %
Borrowed funds and other interest-bearing liabilities	70,730	775	4.38 %	69,915	937	5.36 %
Total interest-bearing liabilities	769,646	1,812	0.94 %	787,135	2,206	1.12 %
Demand deposits	133,059			137,625		
Other liabilities	19,581			23,656		
Shareholders' equity	32,167			40,330		
Total liabilities and shareholders' equity	$ 954,453			$ 988,746		
Net interest income/interest rate spread (6)		6,939	3.05 %		7,457	3.14 %
Tax equivalent adjustment		(562)			(678)	
Net interest income as reported		$ 6,377			$ 6,779	
Net interest margin (7)			3.17 %			3.29 %

(1) Interest income is presented on a tax equivalent basis using a 34% rate for 2013 and 2012.
(2) Loans are stated net of unearned income.
(3) Non-accrual loans are included in loans within earning assets.
(4) Loan fees included in interest income are not significant.
(5) The yields for securities that are classified as available-for-sale are based on the average historical amortized cost.
(6) Interest rate spread represents the difference between the average yield on interest-earning assets and the cost of interest-bearing liabilities and is presented on a tax equivalent basis.
(7) Net interest income as a percentage of total average interest-earning assets.

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	Nine Months Ended September 30, 2013			Nine Months Ended September 30, 2012		
(dollars in thousands)	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost
ASSETS						
Earning assets (2)(3)						
Loans-taxable (4)	$ 590,494	$ 19,147	4.32 %	$ 627,527	$ 21,370	4.54 %
Loans-tax free (4)	37,986	1,532	5.38 %	33,774	1,661	6.56 %
Total loans (1)(2)	628,480	20,679	4.39 %	661,301	23,031	4.64 %
Securities-taxable	127,263	1,799	1.88 %	114,467	2,596	3.02 %
Securities-tax free	70,918	3,847	7.23 %	81,428	4,467	7.31 %
Total securities (1)(5)	198,181	5,646	3.80 %	195,895	7,063	4.81 %
Interest-bearing deposits in other banks and federal funds sold	36,438	70	0.26 %	84,974	143	0.22 %
Total earning assets	863,099	26,395	4.08 %	942,170	30,237	4.28 %
Non-earning assets	96,322			102,245		
Allowance for loan and lease losses	(18,915)			(20,573)		
Total assets	$ 940,506			$ 1,023,842		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing liabilities						
Interest-bearing demand deposits	294,414	432	0.20 %	293,789	512	0.23 %
Savings deposits	85,873	75	0.12 %	89,552	131	0.20 %
Time deposits over $100,000	158,953	982	0.82 %	180,087	1,145	0.85 %
Other time deposits	160,404	1,736	1.44 %	196,672	2,390	1.62 %
Total interest-bearing deposits	699,644	3,225	0.61 %	760,100	4,178	0.73 %
Borrowed funds and other interest-bearing liabilities	58,328	2,262	5.17 %	75,352	2,944	5.21 %
Total interest-bearing liabilities	757,972	5,487	0.97 %	835,452	7,122	1.14 %
Demand deposits	127,574			127,685		
Other liabilities	20,441			19,665		
Shareholders' equity	34,519			41,040		
Total liabilities and shareholders' equity	$ 940,506			$ 1,023,842		
Net interest income/interest rate spread (6)		20,908	3.11 %		23,115	3.14 %
Tax equivalent adjustment		(1,829)			(2,084)	
Net interest income as reported		$ 19,079			$ 21,031	
Net interest margin (7)			3.23 %			3.27 %

(1) Interest income is presented on a tax equivalent basis using a 34% rate for 2013 and 2012.
(2) Loans are stated net of unearned income.
(3) Non-accrual loans are included in loans within earning assets.
(4) Loan fees included in interest income are not significant.
(5) The yields for securities that are classified as available-for-sale are based on the average historical amortized cost.

(6) Interest rate spread represents the difference between the average yield on interest-earning assets and the cost of interest-bearing liabilities and is presented on a tax equivalent basis.
(7) Net interest income as a percentage of total average interest earning assets.

The following table shows the effect of changes in volume and interest rates on net interest income. The variance in interest income or expense due to the combination of rate and volume has been allocated proportionately to the change due to volume and the change due to rate.

	Three Months Ended September 30, 2013 vs. 2012 Increase (Decrease) due to change in			Nine Months Ended September 30, 2013 vs. 2012 Increase (Decrease) due to change in		
(in thousands)	Volume	Rate	Total	Volume	Rate	Total
Interest income:						
Loans - taxable	$ 171	$ (501)	$ (330)	$ (1,228)	$ (995)	$ (2,223)
Loans - tax free	111	(88)	23	192	(321)	(129)
Total loans	282	(589)	(307)	(1,036)	(1,316)	(2,352)
Securities - taxable	133	(346)	(213)	265	(1,062)	(797)
Securities - tax free	(360)	(6)	(366)	(571)	(49)	(620)
Total securities	(227)	(352)	(579)	(306)	(1,111)	(1,417)
Interest-bearing deposits in other banks and federal funds sold	(30)	4	(26)	(91)	18	(73)
Total interest income	25	(937)	(912)	(1,433)	(2,409)	(3,842)
Interest expense:						
Interest-bearing demand deposits	(3)	(45)	(48)	1	(81)	(80)
Savings deposits	(1)	(19)	(20)	(5)	(51)	(56)
Time deposits over $100,000	43	(49)	(6)	(131)	(32)	(163)
Other time deposits	(110)	(48)	(158)	(410)	(244)	(654)
Total interest-bearing deposits	(71)	(161)	(232)	(545)	(408)	(953)
Borrowed funds and other interest-bearing liabilities	11	(173)	(162)	(660)	(22)	(682)
Total interest expense	(60)	(334)	(394)	(1,205)	(430)	(1,635)
Net interest income	$ 85	$ (603)	$ (518)	$ (228)	$ (1,979)	$ (2,207)

Provision for Loan and Lease Losses

Management closely monitors the loan portfolio and the adequacy of the ALLL, considering underlying borrower financial performance and collateral values and associated credit risks. Future material adjustments may be necessary to the provision for loan and lease losses and the ALLL if economic conditions or loan performance differ substantially from the assumptions management used in making its evaluation of the ALLL. The provision for loan and lease losses is an expense charged against net interest income to provide for estimated losses attributable to uncollectible loans and is based on management's analysis of the adequacy of the ALLL. A credit for loan and lease losses reflects the reversal of amounts previously charged to the ALLL.

Credits for loan and lease losses of $1.2 million and $2.4 million were recorded for the three- and nine-month periods ended September 30, 2013, respectively, compared to provisions of $3.8 million and $3.4 million, respectively, for the same periods in the prior year. The release of reserves in 2013 reflected improved asset quality metrics, reductions in historical loss factors and net recoveries of $1.5 million for the nine months ended September 30, 2013 though total loans increased as a result of demand for new loans.

Non-performing loans decreased $2.5 million, or 25.6%, to $7.2 million at September 30, 2013 from $9.7 million at December 31, 2012. The Company recorded net recoveries of $1.5 million for the nine months ended September 30, 2013, compared to net charge-offs of $3.7 million for the same nine months of 2012. Non-performing loans primarily

consist of loans secured by real estate. Management closely monitors the loan portfolio and the adequacy of the ALLL considering underlying borrower financial performance and collateral values and increasing credit risks.

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Non-interest Income

The Company recorded total non-interest income of $2.4 million for the three months ended September 30, 2013, an increase of $0.7 million from the $1.7 million earned during the comparable period in 2012. The increase in non-interest income was primarily due to a $0.7 million increase in net gains on sale of securities, partially offset by a $168 thousand decrease in net gains on the sale of loans held for sale, specifically residential mortgage loans. Since the third quarter of 2012, the Company has been holding 15- and 20-year mortgages in its loan portfolio rather than selling these loans as part of its asset/liability strategy. This strategy, which was extended to 30-year mortgages in the third quarter of 2013, directly contributed to the decrease in net gains on the sale of loans held for sale. Also affecting non-interest income for the third quarter was an increase of $301 thousand in other income, which resulted primarily from interest received from the IRS on federal income tax refunds.

Non-interest income amounted to $7.2 million for the nine months ended September 30, 2013, an increase of $2.5 million from $4.7 million for the nine months ended September 30, 2012. Similar to the reasons given for the quarterly increase, the year-to-date increase in non-interest income was primarily attributable to a $2.5 million increase in net gains on the sale of investment securities, partially offset by a decrease of $498 thousand in net gains on the sale of loans held for sale. Also affecting non-interest income was an increase of $754 thousand in other income from $534 thousand for the nine months ended September 30, 2012 to $1.3 million for the same nine months of 2013, which resulted primarily from the settlement of an insurance claim and interest on federal income tax refunds. Deposit service charges, net gains on the sale of other real estate owned and loan-related fees decreased of $74 thousand, $166 thousand and $80 thousand, respectively.

Non-interest Expense

For the three months ended September 30, 2013, non-interest expense decreased $3.1 million, or 27.8%, to $8.1 million, from $11.2 million for the same three months of 2012 for reasons similar to the nine-month changes described below. On a year-to-date basis, non-interest expense decreased $6.7 million to $24.3 million in 2013 from $31.0 million in 2012. Professional fees declined $2.5 million, or 67.3%, as the Company continued to reduce its reliance on outside consultants. Salaries and employee benefits decreased $1.2 million, or 11.0%, as a result of a reduction in forces and voluntary separation program implemented in the fourth quarter of 2012. Also favorably impacting non-interest expense was an increase in the credit for off-balance sheet commitments of $566 thousand and reductions in legal fees, other operating expenses and FDIC assessments of $954 thousand, $336 thousand and $287 thousand, respectively.

Professional and legal fees are expected to continue to decline to more normalized levels for the remainder of 2013, reflecting reduced activity related to, and the potential resolution of, certain outstanding litigation, as well as less reliance on outside advisors and consultants.

Provision for Income Taxes

The Company did not record a provision or benefit for income taxes for the three and nine months ended September 30, 2013 and 2012. In future periods, the Company anticipates that it will have a minimal tax provision or benefit until such time as it is able to reverse the deferred tax asset valuation allowance that it recorded in prior periods.

Financial Condition

Assets

Total assets were $978.5 million at September 30, 2013, an increase of $10.2 million, or 1.1%, from $968.3 million at December 31, 2012. Earning assets totaled $911.3 million and represented 93.1% of total assets at the end of the third

quarter of 2013, compared to $886.6 million, or 91.6%, of total assets at the end of 2012. The improvement in earning assets reflected decreases in nonperforming asset levels coupled with an increase in loan demand. At September 30, 2013, loans, net of unearned income, totaled $656.5 million and represented 72.0% of earning assets, compared to $597.9 million, or 67.4%, of earning assets at December 31, 2012.

Cash and Cash Equivalents

Cash and cash equivalents decreased $28.9 million, or 25.1%, during the nine months ended September 30, 2013 to $86.4 million. The decrease resulted primarily from a $58.6 million increase in total loans. Partially offsetting the increase in loan demand was the receipt of federal income tax refund in the amount of $11.6 million and an increase of $18.6 million in advances from the FHLB of Pittsburgh. The Company did not pay any dividends during the three and nine months ended September 30, 2013, as it suspended paying dividends to conserve capital and comply with regulatory requirements.

Securities

The Company's investment securities portfolio provides a source of liquidity needed to meet expected loan demand and provides a source of interest income to increase our profitability. Additionally, the Company utilizes the investment securities portfolio to meet pledging requirements to secure public deposits and for other purposes. Investment securities are classified as held-to-maturity and are carried at amortized cost when the Company has the positive intent and ability to hold them to maturity. Securities not classified as held to maturity are classified as available-for-sale and are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax. The Company determines the appropriate classification of securities at the time of purchase. The decision to purchase or sell securities is based upon the current assessment of long- and short-term economic and financial conditions, including the interest rate environment and asset/liability management strategies. Securities with limited marketability and/or restrictions, such as Federal Home Loan Bank of Pittsburgh and Federal Reserve Bank stocks, are carried at cost. Federal Reserve Bank stock is included in other assets.

At September 30, 2013, the Company's investment portfolio was comprised principally of obligations of U.S. Government-sponsored agencies, including residential mortgage-backed securities and collateralized mortgage obligations ("CMOs") and tax-exempt and taxable obligations of states and political subdivisions. At September 30, 2013, there were two security issuers, St. Clair County, IL School District and the Commonwealth of Massachusetts, whose securities had aggregate carrying values that exceeded 10.0% of shareholders' equity. The aggregate carrying values of the securities of these issuers were $4.0 million and $3.9 million, respectively, at September 30, 2013.

The following table presents the carrying value of available-for-sale securities, which are carried at fair value, and held-to-maturity securities, which are carried at amortized cost, at the dates indicated:

(in thousands)	September 30, 2013		December 31, 2012	
Available-for-sale				
Obligations of U.S. government agencies	$	-	$	1,891
Obligations of state and political subdivisions		71,217		103,501
Government-sponsored agency:				
Collateralized mortgage obligations		20,677		9,103
Residential mortgage-backed securities		92,354		69,456
Corporate debt securities		405		410
Equity securities		961		1,000
Total	$	185,614	$	185,361
Held-to-maturity				
Obligations of state and political subdivisions	$	2,280	$	2,198

During the third quarter of 2013, the Company sold 16 securities, including one obligation of a U.S. government agency, four U.S. Government-sponsored agency residential mortgage-backed securities, one U.S. government-sponsored agency CMO, and 10 obligations of state and political subdivisions, with an aggregate carrying value of $10.1 million. Net gains of $817 thousand were realized upon the sale and are included in non-interest income. The Company sold these securities as part of its strategy to reduce concentration risk within the municipal portfolio, in addition to anticipating liquidity needs in response to increased loan growth and cyclical deposit trends of public funds expected during the remainder of 2013. For the nine months ended September 30, 2013 security sales totaled $51.1 million. Net gains on the sales of these securities amounted $2.6 million.

The Company did not purchase any securities during the third quarter of 2013. Year-to-date security purchases totaled $74.0 million. All securities purchased were issued by U.S. government-sponsored agencies and included $56.2

million of residential mortgage-backed securities and $17.8 million of CMOs.

The following table sets forth the maturities of available-for-sale securities and held-to-maturity securities, based on book value, at September 30, 2013 and the weighted average yields of such securities calculated on the basis of the cost and effective yields weighted for the scheduled maturity of each security.

(dollars in thousands)	Within One Year	> 1 5 Years	6 - 10 Years	Over 10 Years	Mortgage-Backed Securities and Collateralized Mortgage Obligations	No Fixed Maturity	Total
Available-for-sale securities							
Obligations of U.S. government agencies	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Yield							
Obligations of state and political subdivisions (1)	-	710	22,530	47,977	-	-	71,217
Yield		6.33 %	4.56 %	7.50 %			6.56 %
Corporate debt securities	-	-	-	405	-	-	405
Yield				0.93 %			0.93 %
Government sponsored agency:							
Collateralized mortgage obligations (3)	-	-	-	-	20,677	-	20,677
Yield					2.11 %		2.11 %
Residential mortgage-backed securities (3)	-	-	-	-	92,354	-	92,354
Yield					1.32 %		1.32 %
Equity securities (2)	-	-	-	-	-	961	961
Yield						3.87 %	3.87 %
Total available-for-sale maturities	$ -	$ 710	$ 22,530	$ 48,382	$ 113,031	$ 961	$ 185,614
Weighted yield	0.00 %	4.29 %	3.72 %	4.92 %	1.46 %	3.87 %	2.66 %
Held-to-maturity securities							
Obligations of state and political subdivisions	-	-	2,420	-	-	-	2,420
Yield			4.88 %				4.88 %
Total held-to-maturity securities	$ -	$ -	$ 2,420	$ -	$ -	$ -	$ 2,420
Weighted yield	0.00 %	0.00 %	4.88 %	0.00 %	0.00 %	0.00 %	4.88 %

(1) Yields on obligations of state and political subdisvisions have been adjusted to a tax equivalent yield using a 34% federal income tax rate.
(2) Yield represents actual return for the nine months ended September 30, 2013.
(3) Collateralized mortgage obligations and residential mortgage-backed securities are not due at a singe maturity date. See Note 6 - "Securities"

The majority of the Company's securities portfolio is comprised of obligations of state and political subdivisions, residential mortgage-backed securities, including home equity conversion mortgages, and collateralized mortgage obligations. The Company held 78 securities that were in an unrealized loss position at September 30, 2013. Substantially all of the unrealized losses relate to debt securities.

To determine whether a security's impairment is other-than-temporary, management considers factors that include:

- the causes of the decline in fair value, such as credit deterioration, interest rate fluctuations, or market volatility;
- the severity and duration of the decline;
- the Company's ability and intent to hold investments until they recover in value, as well as the likelihood of such a recovery in the near term;
- the Company's intent to sell security investments, or if it is more likely than not that the Company will be required to sell such securities before recovery of their individual amortized cost basis less any current-period credit loss.

For debt securities which the Company does not intend to sell or does not expect it will be required to sell, the primary consideration in determining whether impairment is other-than-temporary is whether or not the Company expects to receive all contractual cash flows.

Based on its evaluation at September 30, 2013, management has determined that the decreases in estimated fair value of the securities it holds in its portfolio are temporary. See Note 6 "Securities" of the consolidated financial statements included in Item 1 hereof for more information about this evaluation.

Investments in FHLB of Pittsburgh and FRB stock, which have limited marketability, are carried at cost and totaled $3.9 million and $7.3 million at September 30, 2013 and December 31, 2012, respectively. FRB stock of $1.3 million is included in Other Assets at September 30, 2013 and December 31, 2012. Management noted no indicators of impairment for the FHLB of Pittsburgh and FRB of Philadelphia at September 30, 2013.

Loans

The Company experienced an increase in loan demand during the nine months ended September 30, 2013. Net loans increased $59.5 million, or 10.3%, to $638.9 million at September 30, 2013 from $579.4 million as of December 31, 2012. Net loans represented 65.3% of total assets at September 30, 2013, compared to 59.8% at December 31, 2012. Historically, commercial lending activities, which include commercial and industrial loans, commercial real estate loans and construction, land acquisition and development loans, have represented a significant portion of the Company's loan activities. Furthermore, from a collateral standpoint, a majority of the Company's loan portfolio consisted of loans secured by real estate. Real estate secured loans, which include commercial real estate, construction, land acquisition and development, residential real estate and home equity loans, increased by $35.3 million, or 9.3% to $413.2 million at September 30, 2013, from $377.9 million at December 31, 2012. The increase was concentrated in residential and commercial mortgages, partially offset by a decrease in construction, land acquisition and development loans. Real estate secured loans as a percentage of total gross loans were 63.0% and 63.2% at September 30, 2013 and December 31, 2012, respectively.

Loans secured by commercial real estate increased $16.9 million, or 7.6%, from $221.6 million at December 31, 2012 to $238.5 million at September 30, 2013. Commercial real estate loans include long-term commercial mortgage financing and are primarily secured by first or second lien mortgages. The increase in commercial real estate loans was attributable to new loan originations and commercial construction, land acquisition and development loans converting to commercial mortgages upon completion of construction. Accordingly, construction, land acquisition and development loans decreased $3.2 million, or 9.9%, from $32.5 million at December 31, 2012 to $29.3 million at September 30, 2013.

Residential real estate loans totaled $115.6 million at September 30, 2013, an increase of $25.4 million, or 28.2%, from $90.2 million at December 31, 2012. The components of residential real estate loans include fixed- and variable-rate mortgage loans. Home equity lines of credit are not included in this category but are included in consumer loans. The Company primarily underwrites fixed-rate purchase and refinance of residential mortgage loans for sale in the secondary market to reduce interest rate risk and provide funding for additional loans. However, in the third quarter of 2012, the Company began holding 15- and 20-year mortgages in the loan portfolio rather than selling these loans in order to provide additional interest income based on underlying yields. Management extended this strategy to 30-year mortgages in the third quarter of 2013. This strategy has contributed to a decrease in the balance of loans held for sale, the increase in residential real estate loans and the overall increase in net loans.

Commercial and industrial loans increased $4.4 million, or 4.0%, from $109.7 million at December 31, 2012 to $114.1 at September 30, 2013. Commercial and industrial loans consist primarily of equipment loans, working capital financing, revolving lines of credit and loans secured by cash and marketable securities.

Consumer loans increased $7.8 million, or 7.1%, from $109.8 million at December 31, 2012 to $117.6 million at September 30, 2013. During the first nine months of 2013, the Company offered promotions and incentives to automobile dealer customers within its indirect lending division. As a result, the increase in consumer loans was concentrated within this division.

Loans to state and political subdivisions totaled $41.0 million at September 30, 2013, an increase of $7.0 million, or 20.7%, from $34.0 million at December 31, 2012. The increase was attributable to new loan originations.

The composition of the Company's loan portfolio at September 30, 2013 and December 31, 2012 is summarized are as follows:

(in thousands)	September 30, 2013		December 31, 2012	
Residential real estate	$	115,645	$	90,228
Commercial real estate		238,492		221,591
Construction, land acquisition and development		29,290		32,502
Commercial and industrial		114,096		109,693
Consumer		117,552		109,783
State and political subdivisions		41,021		33,978
Total loans, gross		656,096		597,775
Unearned discount		(159)		(103)
Net deferred loan fees and costs		553		260
Allowance for loan and lease losses		(17,618)		(18,536)
Loans, net	$	638,872	$	579,396

The following table presents industry concentrations within the Company's loan portfolio at September 30, 2013 and December 31, 2012:

	September 30, 2013				December 31, 2012			
(in thousands)	Amount		% of Gross Loans		Amount		% of Gross Loans	
Shopping centers/complexes	$	18,862	2.87	%	$	21,068	3.52	%
Land subdivision		16,438	2.50	%		17,658	2.95	%
Colleges and universities		13,859	2.11	%		4,879	0.82	%
Solid waste landfills		12,497	1.90	%		13,233	2.21	%
Hotels		11,459	1.75	%		13,596	2.27	%
Physicians		11,108	1.69	%		9,269	1.55	%
Automobile dealers		10,211	1.56	%		10,607	1.77	%
Office complexes/units		9,820	1.50	%		9,801	1.64	%
Supermarkets		9,588	1.46	%		6,348	1.06	%

Asset Quality

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the amount of unpaid principal, net of unearned interest, deferred loan fees and costs, and reduced by the ALLL. The ALLL is established through a provision for loan losses charged to earnings.

The Company manages credit risk through the efforts of loan officers, the loan review function, and the Loan Quality and the ALLL management committees, as well as oversight from the Board of Directors, along with the application of policies and procedures designed to foster sound underwriting and credit monitoring practices. The Company continually evaluates this process to ensure it is reacting to problems in the loan portfolio in a timely manner, although, as is the case with any financial institution, a certain degree of credit risk is dependent in part on local and general economic conditions that are beyond the Company's control.

Under the Company's risk rating system, loans rated pass/watch, special mention, substandard, doubtful, or loss are reviewed regularly as part of the Company's risk management practices. The Company's Loan Quality Committee, which consists of key members of senior management and credit administration, meets monthly or more often as necessary to review individual problem credits and workout strategies and reports to the Board of Directors.

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A loan is considered impaired when it is probable that the Bank will be unable to collect all amounts due (including principal and interest) according to the contractual terms of the note and loan agreement. For purposes of the Company's analysis, loans that are identified as troubled debt restructurings ("TDRs"), loans rated substandard and non-accrual, and loans that are identified as doubtful or loss are considered impaired. Impaired loans are analyzed individually to quantify the impairment. The Company utilizes the fair value of collateral method for collateral dependent loans. A loan is considered to be collateral dependent when repayment of the loan is expected to be provided through the liquidation of the collateral held. For impaired loans that are secured by real estate, external appraisals are obtained annually, or more frequently as warranted, to ascertain a fair value so that the impairment analysis can be updated. Should a current appraisal not be available at the time of impairment analysis, other sources of valuation such as current letters of intent, broker price opinions or executed agreements of sale may be used. For non-collateral dependent loans, the Company measures impairment based on the present value of expected future cash flows, net of disposal costs, discounted at the loan's original effective interest rate.

Loans to borrowers that are experiencing financial difficulty that are modified and result in the Company granting concessions to the borrower are classified as TDRs and are considered to be impaired. Concessions granted under a troubled debt restructuring generally involve an extension of a loan's stated maturity date, a reduction of the stated interest rate, payment modifications, or a combination of these modifications. Non-accrual TDRs are returned to accrual status if principal and interest payments, under the modified terms, are brought current, are performing under the modified terms for six consecutive months, and management believes that collection of the remaining interest and principal is probable.

Non-performing loans are monitored on an ongoing basis as part of the Company's loan review process. Additionally, work-out efforts continue and are actively monitored for non-performing loans and OREO through the Loan Quality Committee. Potential loss on non-performing assets is generally evaluated by comparing the outstanding loan balance to the fair market value of the pledged collateral.

Loans are placed on non-accrual when a loan is specifically determined to be impaired or when management believes that the collection of interest or principal is doubtful. This generally occurs when a default of interest or principal has existed for 90 days or more, unless such loan is well secured and in the process of collection, or when management becomes aware of facts or circumstances that the loan would default before 90 days. The Company determines delinquency status based on the number of days since the date of the borrower's last required contractual loan payment. When the interest accrual is discontinued, all unpaid interest income is reversed and charged back against current earnings. Any cash payments received are applied, first to the outstanding loan amounts, then to the recovery of any charged-off loan amounts. Any excess is treated as a recovery of lost interest. A non-accrual loan is returned to accrual status when the loan is current as to principal and interest payments, is performing according to contractual terms for six consecutive months and future payments are reasonably assured.

Management actively manages impaired loans in an effort to reduce loan balances by working with customers to develop strategies to resolve borrower difficulties, through sale or liquidation of collateral, foreclosure, and other appropriate means. Real estate values appear to have stabilized. However, further real estate devaluations or weakening in economic conditions in our market area could negatively impact asset quality, causing an increase in the provision for loan and lease losses.

Under the fair value of collateral method, the impaired amount of the loan is deemed to be the difference between the loan amount and the fair value of the collateral, less the estimated costs to sell. For the Company's calculations on real estate secured loans, a factor of 10% is generally utilized to estimate costs to sell, which is based on typical cost factors, such as a 6% broker commission, 1% transfer taxes, and 3% various other miscellaneous costs associated with the sales process. If the valuation indicates that the fair value has deteriorated below the carrying value of the loan, either the entire loan is written off or the difference between the fair value and the principal balance is charged off. For impaired loans for which the value of the collateral less costs to sell exceeds the loan value, the impairment is

considered to be zero.

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The following table presents non-performing loans (including non-performing TDRs), OREO and performing TDRs at the dates noted:

(in thousands)	September 30, 2013	December 31, 2012
Non-accrual loans	$ 7,216	$ 9,652
Loans past due 90 days or more and still accruing	7	57
Total Non-Performing Loans	7,223	9,709
Other Real Estate Owned	4,405	3,983
Total Non-Performing Loans and OREO	$ 11,628	$ 13,692
Performing TDRs	$ 5,981	$ 7,517
Non-performing loans as a percentage of gross loans	1.10 %	1.62 %

Management continued to manage problem credits through heightened work-out efforts on non-performing loans and disposing of the Company's holdings of foreclosed properties. As a result, the Company's asset quality continued to improve during the first nine months of 2013. Total non-performing loans and OREO decreased $2.1 million, or 15.1%, to $11.6 million at September 30, 2013 from $13.7 million at December 31, 2012. During the third quarter of 2013, management transferred three vacant lots that were held in bank premises and equipment for future expansion into other real estate owned. The aggregate carrying value of these lots was $1.7 million at September 30, 2013. Adjusting for the transfer of these lots, total non-performing loans and OREO decreased $3.8 million, or 27.8%, to $9.9 million at September 30, 2013 from $13.7 million at December 31, 2012. Management's decision to transfer these lots was part of a strategic initiative. This transfer was non-recurring in nature and was not made in response to any asset quality concerns. The Company's ratio of non-performing loans to total gross loans improved to 1.10% at September 30, 2013 from 1.62% at December 31, 2012. Although asset quality has improved significantly, management continues to carefully monitor these credits. A deterioration of economic conditions within the Company's market area could adversely impact asset quality and lead to increases in impaired loans.

TDRs at September 30, 2013 and December 31, 2012 were $10.9 million and $8.9 million, respectively. Accruing and non-accruing TDRs were $6.0 million and $4.9 million, respectively at September 30, 2013 and $7.5 million and $1.4 million, respectively at December 31, 2012. Approximately $321 thousand and $257 thousand in specific reserves have been established for these loans as of September 30, 2013 and December 31, 2012, respectively. One loan modified as a TDR during the nine months ended September 30, 2013, with a recorded investment of $4.0 million included in non-accrual loans, is supported by a 90.0% guarantee by the Small Business Administration.

The average balance of impaired loans was $13.6 million and $24.7 million for the nine months ended September 30, 2013 and 2012, respectively. The Company recorded $88 thousand and $282 thousand of interest income on impaired loans for the three and nine months ended September 30, 2013, and $92 thousand and $257 thousand for interest income on impaired loans for the respective periods of 2012.

Changes in non-performing loans for the periods indicated are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2013	2012	2013	2012
Balance, beginning of period	$ 8,329	$ 19,239	$ 9,709	$ 19,918
Newly placed on non-accrual	344	531	1,659	3,884
Loans past due 90 days or more and still accruing	(116)	(10)	(50)	13
Transferred to OREO	(96)	(879)	(255)	(1,283)

Additional charge-offs	(344)	(3,541)	(1,316)	(4,739)
Returned to performing status	(162)	-	(314)	(81)
Loan payments	(732)	(1,985)	(2,210)	(4,357)
Balance, end of period	$ 7,223	$ 13,355	$ 7,223	$ 13,355

The additional interest income that would have been earned on non-accrual and restructured loans for the three and nine months ended September 30, 2013 had the loans been performing in accordance with their original terms approximated $68 thousand and $457 thousand, respectively, and $376 thousand and $1.2 million for the respective three and nine month periods of the prior year.

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The following table outlines delinquency within the Company's loan portfolio:

	September 30, 2013	December 31, 2012
Accruing: 30-59 days	0.28 %	0.44 %
60-89 days	0.16 %	0.06 %
90+ days	0.00 %	0.01 %
Non-accrual	1.10 %	1.62 %
Total delinquencies	1.54 %	2.13 %

The decrease in total delinquencies as a percentage of gross loans at September 30, 2013 was primarily due to the more rigorous collections of non-performing loans. In its evaluation of the ALLL, management considers a variety of qualitative factors, including changes in the volume and severity of delinquencies.

Allowance for Loan and Lease Losses

The ALLL represents management's estimate of probable loan losses inherent in the loan portfolio. The ALLL is analyzed in accordance with GAAP and is maintained at a level that is based on management's evaluation of the adequacy of the ALLL in relation to the risks inherent in the loan portfolio.

In its evaluation, management considers qualitative and environmental factors, including, but not limited to:

- Changes in national, local, and business economic conditions and developments, including the condition of various market segments;
- Changes in the nature and volume of the Company's loan portfolio;
- Changes in the Company's lending policies and procedures, including underwriting standards, collection, charge-off and recovery practices and results;
- Changes in the experience, ability and depth of the Company's management and staff;
- Changes in the quality of the Company's loan review system and the degree of oversight by the Company's Board of Directors;
- Changes in the trend of the volume and severity of past due and classified loans, including trends in the volume of non-accrual loans, troubled debt restructurings and other loan modifications;
- The existence and effect of any concentrations of credit and changes in the level of such concentrations;
- The effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the Company's current loan portfolio; and
- Analysis of its customers' credit quality, including knowledge of their operating environment and financial condition.

Evaluations are intrinsically subjective, as the results are estimated based on management's knowledge and experience and are subject to interpretation and modification as information becomes available or as future events occur. Management monitors the loan portfolio on an ongoing basis with emphasis on weakness in both the real estate market and the economy in general and its effect on repayment. Adjustments to the ALLL are made based on management's assessment of the factors noted above.

For purposes of its analysis, all loan relationships with an aggregate balance greater than $100 thousand that are rated substandard and non-accrual, identified as doubtful or loss, and all TDRs are considered impaired and are analyzed individually to determine the amount of impairment. Circumstances such as construction delays, declining real estate values, and the inability of the borrowers to make scheduled payments have resulted in these loan relationships being classified as impaired. The Company utilizes the fair value of collateral method for collateral-dependent loans and TDRs for which repayment depends on the sale of collateral. For non-collateral dependent loans and TDRs, the

Company measures impairment based on the present value of expected future cash flows discounted at the loan’s original effective interest rate. With regard to collateral-dependent loans, appraisals are received at least annually to ensure that impairment measurements reflect current market conditions. Should a current appraisal not be available at the time of impairment analysis, other valuation sources including current letters of intent, broker price opinions or executed agreements of sale may be used. Only downward adjustments are made based on these supporting values. Included in all impairment calculations is a cost to sell adjustment of approximately 10%, which is based on typical cost factors, including a 6% broker commission, 1% transfer taxes and 3% various other miscellaneous costs associated with the sales process. Sales costs are periodically revised based on actual experience. The ALLL analysis is adjusted for subsequent events that may arise after the end of the reporting period but before the financial reports are filed.

The Company's ALLL consists of both specific and general components. At September 30, 2013, the ALLL that related to impaired loans that are individually evaluated for impairment, the guidance for which is provided by ASC 310 "Impairment of a Loan" ("ASC 310"), was $347 thousand, or 2.0%, of the total ALLL. A general allocation of $17.3 million was calculated for loans analyzed collectively under ASC 450 "Contingencies" ("ASC 450"), which represented 98.0% of the total ALLL of $17.6 million. The ratio of the ALLL to total loans at September 30, 2013 and December 31, 2012 was 2.69% and 3.10%, respectively, based on total loans of $656.1 million and $597.8 million, respectively. The decrease in the ratio of the ALLL to total loans primarily reflects asset quality improvements and lower levels of historical net charge-offs, coupled with increased loan demand. See "Asset Quality" for further information.

The following table presents an allocation of the ALLL and percent of loans in each category at September 30, 2013 and December 31, 2012:

Allocation of the Allowance for Loan Losses

	September 30, 2013				December 31, 2012			
(dollars in thousands)	Amount		Percentage of Loans in Each Category to Total Loans		Amount		Percentage of Loans in Each Category to Total Loans	
Residential real estate	$	2,271	17.63	%	$	1,764	15.09	%
Commercial real estate		7,316	36.35	%		8,062	37.07	%
Construction, land acquisition and development		2,189	4.46	%		2,162	5.44	%
Commercial and industrial		3,217	17.39	%		4,167	18.35	%
Consumer		1,886	17.92	%		1,708	18.37	%
State and political subdivisions		739	6.25	%		673	5.68	%
Total	$	17,618	100.00	%	$	18,536	100.00	%

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The following table outlines the changes in the allowance for loan and lease losses for the three and nine months ended September 30, 2013 and 2012.

Analysis of the Allowance for Loan and Lease Losses

(dollars in thousands)	For the Three Months Ended September 30, 2013	2012	For the Nine Months Ended September 30, 2013	2012
Balance at the beginning of the period	$ 18,588	$ 19,600	$ 18,536	$ 20,834
(Credit) provision for loan losses	(1,159)	3,792	(2,385)	3,376
Loans charged-off:				
Residential real estate	(98)	(92)	(445)	(535)
Commercial real estate	-	(144)	(48)	(1,040)
Construction, land acquisition and development	(65)	-	(175)	-
Commercial and industrial	(116)	(3,185)	(244)	(3,335)
Consumer	(74)	(198)	(433)	(447)
State and political subdivisions	-	-		-
Total loans charged-off	(353)	(3,619)	(1,345)	(5,357)
Recoveries:				
Residential real estate	9	14	190	48
Commercial real estate	362	627	471	957
Construction, land acquisition and development	5	5	124	260
Commercial and industrial	71	28	1,656	210
Consumer	95	80	371	199
State and political subdivisions	-	-	-	-
Total recoveries	542	754	2,812	1,674
Net recoveries (charge-offs)	189	(2,865)	1,467	(3,683)
Balance at end of period	$ 17,618	$ 20,527	$ 17,618	$ 20,527
Net recoveries (charge-offs) during the period as a percentage of average loans outstanding during the period	0.03 %	(0.46) %	0.23 %	(0.56) %
Ratio of allowance for loan losses as a percentage of gross loans at end of period	2.69 %	3.25 %	2.69 %	3.25 %

Other Real Estate Owned

At September 30, 2013, OREO consisted of 19 properties with an aggregate carrying value of $4.4 million, an increase of $0.4 million from $4.0 million at December 31, 2012. During the nine months ended September 30, 2013,

three properties with an aggregate carrying value of $255 thousand were foreclosed upon. In addition, three vacant lots, previously held in bank premises and equipment for future expansion, were transferred to OREO. These three lots were written down to their appraised value less cost to sell of $1.7 million. The Company recognized a valuation adjustment of $69 thousand at the time of transfer, which is included in non-interest expense. During the nine months ended September 30, 2013, twelve properties with an aggregate carrying value of $1.4 million were sold. The Company realized net gains on the sale of these properties of $94 thousand, which is included in non-interest income. Valuation adjustments to the carrying value of OREO, amounted to $257 thousand, including $69 thousand related to the transfer of bank premises, for the nine months ended September 30, 2013 and were included in non-interest expense.

The Company continues to actively market the remaining properties for sale through a variety of channels including internal marketing and the use of outside brokers/realtors. The carrying value of OREO is generally calculated at an amount not greater than 90% of the most recent fair market appraised value. A 10% factor is generally used to estimate costs to sell, which is based on typical cost factors, such as 6% broker commission, 1% transfer taxes, and 3% various other miscellaneous costs associated with the sales process. This market value is updated on an annual basis or more frequently if new valuation information is available. Further deterioration in the real estate market could result in additional losses on these properties.

The following table presents the activity in OREO for the nine months ended September 30, 2013 and 2012:

(in thousands)	September 30, 2013	2012
Balance, January 1,	$ 3,983	$ 6,958
Property acquired through foreclosure	255	1,385
Transfer of bank premises	1,819	-
Valuation adjustments	(257)	(808)
Carrying value of OREO sold	(1,395)	(2,463)
Balance, September 30,	$ 4,405	$ 5,072

The following schedule presents a breakdown of OREO at September 30, 2013 and December 31, 2012:

(in thousands)	September 30, 2013	December 31, 2012
Land/lots	$ 3,844	$ 2,929
Commercial real estate	441	1,054
Residential real estate	120	-
Total	$ 4,405	$ 3,983

Liabilities

Total liabilities were $945.7 million at September 30, 2013, an increase of $14.4 million, or 1.5%, from $931.3 million at December 31, 2012. Total deposits were $853.8 million at September 30, 2013, a decrease of $0.8 million, compared to $854.6 at December 31, 2012. Specifically, non-interest-bearing demand deposits increased $9.8 million, or 7.5%, while interest-bearing deposits declined $10.6 million, or 1.5%. With regard to interest-bearing deposits, interest-bearing transaction accounts, including NOW, MMDA and avings accounts decreased $11.4 million or 2.8%. Specifically, NOW accounts decreased $24.7 million, which was partially offset by increases in MMDAs of $9.4 million and savings accounts of $3.9 million. Total certificates of deposit increased $0.8 million. Retail certificates of deposit decreased $15.9 million, or 12.4%. These certificates were replaced with lower-costing certificates generated through the QwickRate marketplace.

Borrowed funds increased by $18.6 million, or 34.5%, to $72.5 million at September 30, 2013 as compared to $53.9 million at December 31, 2012. Specifically, advances from the FHLB of Pittsburgh amounted to $32.2 million, which were partially offset by repayments totaling $13.6 million. Advances were primarily used to meet short-term liquidity needs.

Equity

Total shareholders' equity decreased $4.1 million, or 11.1%, to $32.8 million at September 30, 2013 from $36.9 million at December 31, 2012. Year-to-date net income of $4.3 million was more than entirely offset by other comprehensive loss of $8.5 million due primarily to the change in fair value of the Company's available-for-sale securities. The decline in fair value of the Company's available-for-sale securities was due entirely to an increase in market interest rates. Book value per common share was $1.99 at September 30, 2013 compared to $2.24 at December 31, 2012.

Liquidity

The term liquidity refers to the ability of the Company to generate sufficient amounts of cash to meet its cash flow needs. Liquidity is required to fulfill the borrowing needs of the Company's credit customers and the withdrawal and

maturity requirements of its deposit customers, as well as to meet other financial commitments. The Company's liquidity position is impacted by several factors, which include, among others, loan origination volumes, loan and investment maturity structure and cash flows, deposit demand and certificate of deposit maturity structure and retention. Management monitors the Company's liquidity position and fluctuations daily so that the Company can adapt accordingly to market influences and balance sheet trends. Management also forecasts liquidity needs and develops strategies to ensure adequate liquidity at all times.

The Company's statements of cash flows present the change in cash and cash equivalents from operating, investing and financing activities. Cash and due from banks and interest-bearing deposits in other banks are the Company's most liquid assets. At September 30, 2013, cash and cash equivalents totaled $86.4 million, a decrease of $28.9 million from $115.3 million at December 31, 2012. The Company used $63.5 million of cash and cash equivalents for investing during the nine months ended September 30, 2013, which was partially offset by net cash provided by operating and financing activities of $16.8 million and $17.8 million, respectively.

With regard to investing activities during 2013, the Company deployed available cash to purchase investment securities and to fund loan demand as part of its strategy to improve the return generated by its earning assets. The $16.8 million in net cash provided by operating activities was impacted by the receipt of $11.6 million in federal income tax refunds due from the IRS in the third quarter of 2013. The $17.8 million in cash provided by financing activities reflected $32.2 million in advances from the FHLB of Pittsburgh, net of repayments $13.6 million.

Interest Rate Risk

Our consolidated statements of financial position have been prepared in accordance with GAAP, which requires the measurement of financial position and operating results in terms of historical dollars without considering the changes in fair value of certain investments due to changes in interest rates. Generally, the fair value of financial investments such as loans and securities fluctuates inversely with changes in interest rates. As a result, increases in interest rates could result in decreases in the fair value of our interest-earning assets and could adversely affect our results of operation if such assets were sold, or, in the case of securities classified as available-for-sale, could lead to decreases in our shareholders' equity, if such securities were retained.

We manage the mix of interest-earning assets and interest-bearing liabilities on a continuous basis to maximize return and adjust our exposure to interest rate risk. This report quantifies the potential changes in net interest income and net portfolio value should interest rates go up or down (shocked) 200 basis points, assuming the yield curves of the rate shocks will be parallel to each other. All changes in income and value are measured as percentage changes from the projected net interest income and net portfolio value at the base interest rate scenario. The base interest rate scenario assumes interest rates at September 30, 2013. Various estimates regarding prepayment assumptions are made at each level of rate shock. However, prepayment penalty income is excluded from this analysis. Actual results could differ significantly from these estimates.

Earnings at Risk

Earnings-at-risk simulation measures the change in net interest income and net income should interest rates rise and fall. The simulation recognizes that not all assets and liabilities re-price equally and simultaneously with market rates (i.e., savings rate). ALCO generally looks at "earnings at risk" to determine income changes from a base case scenario under an increase and decrease of 200 basis points in the interest rate simulation model. However, given the current interest rate environment, characterized by short-term rates already at or near zero, a decrease of 100 basis points was used.

Economic Value at Risk

Earnings-at-risk simulation measures the short-term risk in the balance sheet. Economic value (or portfolio equity) at risk measures the long-term risk by measuring the net present value of the future cash flows from the Company's existing assets and liabilities. The Company's Asset and Liability Management Committee examines this ratio regularly utilizing a rate shock of +/- 200 basis points in the interest rate simulation model. Similar to the earnings at risk calculation, a decrease of 100 basis points was used in this calculation. Management recognizes that, in some instances, this ratio may contradict the "earnings at risk" ratio.

The following table illustrates the simulated impact of a 200 basis point upward or 100 basis point downward movements in interest rates on net interest income and the change in economic value. This analysis assumed that interest-earning asset and interest-bearing liability levels at September 30, 2013 remained constant. The impact of the rate movements were developed by simulating the effect of an immediate rate shock from the September 30, 2013 levels.

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	Rates + 200		Rates -100	
Earnings at risk:				
Percent change in net interest income	3.9	%	-0.4	%
Economic value at risk:				
Percent change in economic value of equity	-8.1	%	-0.8	%

Off-Balance Sheet Arrangements

In the normal course of operations, the Company engages in a variety of financial transactions that, in accordance with U.S. GAAP, are not recorded in our consolidated financial statements, or are recorded in amounts that differ from the notional amounts. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used for general corporate purposes or for customer needs. Corporate purpose transactions are used to help manage credit, interest rate and liquidity risk or to optimize capital. Customer transactions are used to manage customers' requests for funding.

For the three- and nine-month periods ended September 30, 2013, the Company did not engage in any off-balance sheet transactions that would have or would be reasonably likely to have a material effect on its consolidated financial condition.

Item 3 - Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in the company's exposure to market risk during the first nine months of 2013. For discussion of the Company's exposure to market risk, refer to Item 7A, Quantitative and Qualitative Disclosure about Market Risk, contained in the Company's Form 10-K for the year ended December 31, 2012.

Item 4 - Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded the Company's disclosure controls and procedures were effective as of September 30, 2013.

There were no changes made to the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter 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.

On August 8, 2011, the Company announced that it had received document subpoenas from the SEC. The information requested generally relates to disclosure and financial reporting by the Company and the restatement of the Company's financial statements for the year ended December 31, 2009, and the quarters ended March 31, 2010 and June 30, 2010. The Company is presently cooperating with the SEC in this matter.

On May 24, 2012, a putative shareholder by the name of Lori Gray filed a complaint in the Court of Common Pleas in Lackawanna County against certain present and former directors of the Company (including all of the current directors except Louis A. DeNaples, Jr., Steven R. Tokach and Thomas J. Melone) and Demetrius & Company, LLC ("Demetrius") alleging, inter alia, breach of fiduciary duty, abuse of control, corporate waste, unjust enrichment and, in the case of Demetrius, professional negligence, negligent misrepresentation, breach of contract and aiding and abetting the breach of fiduciary duty. The Company has been named as a nominal defendant. On April 4, 2013, the plaintiff filed a motion to amend the complaint to add claims of professional negligence and aiding and abetting the breach of fiduciary duty against a new defendant, as well as new allegations relating to all claims. The defendants responded in opposition to the motion on May 1, 2013. The Board had appointed a special committee in January 2012 to investigate the matters raised in the Gray complaint. The special committee has retained independent counsel to assist with its investigation. Oral arguments on the plaintiff's motion to amend the Complaint and on other pending motions, which had been rescheduled for November 13, 2013, have been postponed by the Court and will be rescheduled, as necessary.The parties have had preliminary discussions, but no assurance can be given that the parties will reach a settlement. A conference with the Court has been scheduled for February 4, 2014. At this time, the Company cannot reasonably determine the outcome or potential range of loss.

On September 5, 2012, Fidelity and Deposit Company of Maryland (“F&D”) filed an action against the Company and its subsidiary, First National Community Bank(“Bank”), as well as several current and former officers and directors of the Company, in the United States District Court for the Middle District of Pennsylvania. F&D has asserted a claim for the rescission of a directors’ and officers’ insurance policy and a bond that it had issued to the Company. On November 9, 2012, the Company and the Bank answered the claim and asserted counterclaims. The Company and the other defendants are defending the claims, specifically all parties have filed pre-discovery motions. The motions have been fully briefed and oral argument on the motions was held on October 17, 2013. The parties are awaiting the Judge’s rulings on the motions. At this time, the Company cannot reasonably determine the outcome or potential range of loss.

On August 13, 2013, Steven Antonik, individually, as Administrator of the Estate of Linda Kluska, William R. Howells, and Louise A. Howells, on behalf of themselves and others similarly situated, filed a consumer protection class action against the Company and Bank in the Lackawanna County Court of Common Pleas, seeking equitable, injunction and monetary relief to address an alleged pattern and practice of wrong doing by the Bank relating to the repossession and sale of the Plaintiffs’ and class members’ financed motor vehicles. This matter is in its early discovery stage. At this time the Company cannot reasonably determine the outcome or potential range of loss.

On September 17, 2013, Charles Saxe, III individually and on behalf of all others similarity situated filed a consumer class action against the Bank in the Lackawanna County Court of Common Pleas alleging violations of the Pennsylvania Uniform Commercial Code in connection with the repossession and resale of financed vehicles. This matter is in its early discovery stage. At this time the Company cannot reasonably determine the outcome or potential range of loss.

The Company has been subject to tax audits and is also a party to routine litigation involving various aspects of its business, such as claims to enforce liens, condemnation proceedings on properties in which the Company holds security interests, claims involving the making and servicing of real property loans and other issues incident to its business, none of which is expected to have a material adverse impact on the consolidated financial condition, results of operations or liquidity of the Company.

Item 1A. - Risk Factors.

Management of the Company does not believe there have been any material changes in the risk factors that were previously disclosed in the Company’s Form 10-K for the year ending December 31, 2012.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3 - Defaults upon Senior Securities.

None.

Item 4 - Mine Safety Disclosures.

Not Applicable.

Item 5 - Other Information.

On November 12, 2013, the Board of Directors (the “Board”) of the First National Community Bancorp, Inc. (the “Company”) approved and adopted Amended and Restated Bylaws of the Company (the “Amended and Restated Bylaws”). The Amended and Restated Bylaws, effective November 12, 2013, include new provisions to clarify (a) the procedures for notifications of nominations and proposed business when the Company holds its Annual Meeting of Shareholders more than 30 days before or more than 30 days after the anniversary date of the previous year’s annual meeting, and (b) the effect of a shareholder’s failure to comply with the advance notice provisions of the Amended and Restated Bylaws.

The Company’s Amended and Restated Bylaws are set forth as Exhibit 3.2 to this Quarterly Report on Form 10-Q.

Item 6 - Exhibits.

The following exhibits are filed herewith or incorporated by reference.

EXHIBIT 2.1	Branch Purchase and Deposit/Loan Assumption Agreement filed as Exhibit 2.1 to the Company's Current Report on Form 8-K dated, August 16, 2013, is here incorporated by reference.
EXHIBIT 3.1	Amended and Restated Articles of Incorporation dated May 19, 2010 filed as Exhibit 3.1 to the Company's Current Report on Form 8-K on May 19, 2010, is hereby incorporated by reference.
EXHIBIT 3.2*	Amended and Restated Bylaws
EXHIBIT 4.1	Form of Common Stock Certificate filed as Exhibit 4.1 to the Company's Form 10-K for the year ended December 31, 2009, as filed on March 16, 2010, is hereby incorporated by reference.
EXHIBIT 4.2	Form of Subordinated Note filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated August 28, 2009, is hereby incorporated by reference.
EXHIBIT 31.1*	Certification of Chief Executive Officer
EXHIBIT 31.2*	Certification of Chief Financial Officer
EXHIBIT 32.1**	Section 1350 Certification Chief Executive Officer and Chief Financial Officer
EXHIBIT 101.INS	XBRL INSTANCE DOCUMENT
EXHIBIT 101.SCH	XBRL TAXONOMY EXTENSION SCHEMA
EXHIBIT 101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
EXHIBIT 101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
EXHIBIT 101.LAB	XBRL TAXONOMY EXTENSION LABEL LINKBASE
EXHIBIT 101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

* Filed herewith
** Furnished herewith

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.

Registrant: FIRST NATIONAL COMMUNITY BANCORP, INC.

Date: November 12, 2013	By: /s/ Steven R. Tokach Steven R. Tokach President and Chief Executive Officer Principal Executive Officer
Date: November 12, 2013	By: /s/ James M. Bone, Jr. James M. Bone, Jr., CPA Executive Vice President and Chief Financial Officer Principal Financial Officer
Date: November 12, 2013	By: /s/ Stephanie A. Westington Stephanie A. Westington, CPA Senior Vice President and Controller Principal Accounting Officer