

First Federal of Northern Michigan Bancorp, Inc.  
Form 10-K  
March 30, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended December 31, 2014

**OR**

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number: 000-31957**

**FIRST FEDERAL OF NORTHERN MICHIGAN BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**32-0135202**  
(I.R.S. Employer  
Identification Number)

**100 S. Second Avenue, Alpena, Michigan 49707**  
(Address of Principal Executive Offices) Zip Code

(989) 356-9041

(Registrant's telephone number)

**Securities Registered Pursuant to Section 12(b) of the Act:**

**Common Stock, par value \$.01 per share**      **The Nasdaq Stock Market LLC**  
(Title of Class)    (Name of Exchange of Which Registered)

**Securities Registered Pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-know seasoned issuer, as defined in Rule 405 of the Securities Act.    YES      NO

Indicate by check mark if the registrant in not required to file reports pursuant to Section 13 or 15(d) of the Act.    YES      NO

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

YES      NO

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

YES      NO

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

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Indicate by check mark whether the registrant is a large 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   Accelerated filer  
Non-Accelerated filer   Smaller reporting company  
(Do not check if a  
smaller reporting  
company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).   YES   NO   .

The aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the last sale price on June 30, 2014 (\$6.05 per share) was \$15.4 million.

As of March 30, 2015, there were issued and outstanding 4,034,764 shares of the registrant’s common stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

1. Proxy Statement for the 2014 Annual Meeting of Stockholders (Parts I and III).
2. Annual Report to Shareholders for the Year Ended December 31, 2014 (Part II).

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PART I

ITEM 1. BUSINESS

**Private Securities Litigation Reform Act Safe Harbor Statement**

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of words such as “estimate,” “project,” “believe,” “intend,” “anticipate,” “plan,” “seek,” “expect,” “will,” “may,” and words of similar meaning. These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this Form 10-K.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- our ability to successfully integrate acquired entities;
- changes in consumer spending, borrowing and savings habits;

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- changes in accounting policies and practices, as may be adopted by the regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans;
  - changes in our financial condition or results or operations that reduce capital available to pay dividends;
  - regulatory changes or actions; and
  - changes in the financial condition or future prospects of issuers of securities that we own.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

**First Federal of Northern Michigan Bancorp, Inc.**

First Federal of Northern Michigan Bancorp, Inc. is a Maryland corporation that owns all of the outstanding shares of common stock of First Federal of Northern Michigan. At December 31, 2014, we had consolidated assets of \$325.8 million, deposits of \$270.7 million and stockholders' equity of \$30.5 million. As of December 31, 2014, First Federal of Northern Michigan Bancorp, Inc. had 4,034,764 shares of common stock issued and outstanding. Our executive offices are located at 100 South Second Avenue, Alpena, Michigan 49707. Our phone number at that address is (800) 498-0013.

The Company maintains a website at [www.first-federal.com](http://www.first-federal.com) that includes important information on our Company, including a list of our products and services, branch locations and current financial information. In addition, we make available, without charge, through our website, a link to our filings with the SEC, including copies of annual reports on Form 10-K, quarterly reports in Form 10-Q, current reports in Form 8-K, and amendments to these filings, if any. Information on our website should not be considered a part of this Annual Report.

**First Federal of Northern Michigan**

First Federal of Northern Michigan is a full-service, community-oriented savings bank that provides financial services to individuals, families and businesses from eight full-service facilities located in Alpena, Cheboygan, Emmet, Iosco, Otsego, Montmorency and Oscoda Counties, Michigan. First Federal of Northern Michigan was chartered in 1957, and reorganized into the mutual holding company structure in 1994. In 2000, First Federal of Northern Michigan became the wholly owned subsidiary of Alpena Bancshares, Inc., our predecessor company, and in April 2005 we completed our "second step" mutual-to-stock conversion and formed our current ownership structure.

In August 2014 we completed our merger with Alpena Banking Corporation and its subsidiary Bank of Alpena, a Michigan chartered bank located in Alpena, Michigan.

First Federal of Northern Michigan's business consists primarily of accepting deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, in one- to four-family residential mortgage loans, commercial real estate loans, commercial business loans, consumer loans and in investment securities and mortgage-backed securities.

First Federal of Northern Michigan's executive offices are located at 100 South Second Avenue, Alpena, Michigan 49707. Its phone number at that address is (800) 498-0013.



## Market Area and Competition

First Federal of Northern Michigan conducts operations through its main office in Alpena, Michigan, which is located in the northeastern lower peninsula of Michigan, and through its seven other branch offices in Michigan. According to the Michigan Senate, the population of Alpena County, from which the majority of our deposits are drawn, has decreased approximately 7.0% since 2000, and currently is approximately 30,000. The population of our primary market area, which includes Alpena County and seven surrounding counties, was estimated to be approximately 155,000 in 2013, a decrease of 1.1% from approximately 157,000 according to the 2010 census conducted by United States Census Bureau. Median household income for the counties which comprised our market area in 2013 ranged from approximately \$33,200 to \$50,900, which represented moderate increases from 2010 levels in most counties in our market area. Median household income for our entire market area was below the national level of \$53,046 and below the Michigan level of \$48,411 in all but one county in our market area, reflecting the largely rural nature of our market area and the absence of more densely populated urban and suburban areas. Household income levels are not expected to increase substantially in our market area in the near future. The unemployment rate in our primary market, Alpena County, was 6.4% for December 2014, and ranged from 6.4% to 12.0% across the rest of our primary market area, as compared to 6.7% nationally and 8.4% for Michigan (all numbers not seasonally adjusted).

Alpena is the largest city located in the northeastern lower peninsula of Michigan. This area has long been associated with agricultural, wood and concrete industries. Tourism has also been a major industry in our primary market area. All of these industries tend to be seasonal and are strongly affected by state and national economic conditions.

Major employers in our primary market area include various public schools and governmental agencies, Alpena Regional Medical Center, Besser Company (a manufacturer of concrete products equipment), Lafarge Corporation (an international limestone mining and cement producer), Panel Processing (a peg board manufacturer), Treetops Sylvan Resort (an operator of resort properties), Garland Resort (an operator of resort properties and golf courses), Otsego Memorial Hospital, Decorative Panels International (a hardboard manufacturer), OMNI Metalcraft Corp. (a diversified manufacturer), and various other small companies.

As of December 31, 2014, First Federal of Northern Michigan was the only thrift institution headquartered in our market area. We encounter strong competition both in attracting deposits and in originating residential and commercial real estate and other loans. Our most direct competition for deposits has historically come from commercial banks, other savings institutions, and credit unions in our market area. Competition for loans comes from such financial institutions. We expect continued strong competition in the foreseeable future, including the “super-regional” banks currently in our markets, from internet banks, and from credit unions in many of our markets. We compete for savings deposits by offering depositors a high level of personal service and a wide range of competitively priced financial products. We compete for real estate loans primarily on the basis of the interest rates and fees we charge and through advertising. Strong competition for deposits and loans may limit our ability to grow and may adversely affect our profitability in the future.

### **Lending Activities**

**General.** The largest part of our loan portfolio is mortgage loans secured by one- to four-family residential real estate. In recent years, we have sold most of the fixed-rate conventional one- to four-family mortgage loans that we originate that have terms of 15 years or more. We retain the servicing on a majority of the mortgage loans that we sell. To a lesser extent, we also originate commercial loans, commercial real estate loans and consumer loans. At December 31, 2014, we had total loans of \$165.3 million, of which \$71.8 million, or 43.5%, were one- to four-family residential real estate mortgage loans, \$63.6 million, or 38.5%, were commercial real estate loans, and \$19.0 million, or 11.5%, were commercial loans. Other loans consisted primarily of home equity loans, which totaled \$9.5 million, or 5.8%, of total loans, and other consumer loans which totaled \$1.4 million, or 0.9% of total loans.

**One- to Four-Family Residential Real Estate Lending.** Our primary lending activity consists of originating one- to four-family owner-occupied residential mortgage loans, virtually all of which are collateralized by properties located in our market area. We also originate one- to four-family construction loans that pay interest only during the initial construction period (which generally does not exceed twelve months) and then pay interest and principal for the remainder of the loan term. To address interest rate risk we generally sell most of our one- to four-family fixed-rate mortgage loans with terms of 15 years or more and retain the loan servicing on a majority of these mortgage loans. Fixed-rate loans with terms of 15 years or less are either sold into the secondary market or, in some cases, retained in our portfolio. Adjustable rate mortgage loans are generally underwritten to secondary market mortgage standards, but are retained in our loan portfolio. One- to four-family residential mortgage loans are underwritten and originated according to policies and guidelines established by the secondary mortgage market agencies and approved by our Board of Directors. We utilize existing liquidity, deposits, loan repayments, and Federal Home Loan Bank advances to fund new loan originations.

We currently offer fixed rate one- to four-family residential mortgage loans with terms ranging from 15 to 30 years. One- to four-family residential mortgage loans often remain outstanding for significantly shorter periods than their contractual terms because borrowers may refinance or prepay loans at their option. The average length of time that our one- to four-family residential mortgage loans remain outstanding varies significantly depending upon trends in

market interest rates and other factors. In recent years, the average maturity of our mortgage loans has decreased significantly because of the declining trend in market interest rates and the unprecedented volume of refinancing activity resulting from such interest rate decreases.

Originations of one- to four fixed-rate mortgage loans are regularly monitored and are affected significantly by the level of market interest rates, our interest rate gap position, and loan products offered by our competitors. Our fixed rate mortgage loans amortize on a monthly basis with principal and interest due each month.

We have in the past originated fixed-rate loans that amortize over 15 years but that have “balloon payments” that are due upon the maturity of the loan in five years. As a general rule, we no longer originate this type of mortgage loan. Upon maturity, existing balloon mortgage loans are either underwritten as fixed-rate loans and sold or rewritten as adjustable rate mortgages at current market rates. While the majority of our balloon mortgage loans amortize over 15 years, some amortize over 10 or 30 years, and a limited number amortize over five years.

Our one- to four-family residential mortgage loans customarily include due-on-sale clauses, which are provisions giving us the right to declare a loan immediately due and payable in the event, among other things, that the borrower sells or otherwise disposes of the underlying real property serving as security for the loan. Due-on-sale clauses are an important means of adjusting the rates on our fixed-rate mortgage loan portfolio, and we have generally exercised our rights under these clauses.

Regulations limit the amount that a savings institution may lend relative to the appraised value of the real estate securing the loan, as determined by an appraisal at the time of loan origination. Such regulations permit a maximum loan-to-value ratio of 100% for residential property and 90% for all other real estate loans. Our lending policies limit the maximum loan-to-value ratio on fixed-rate loans without private mortgage insurance to 80% of the lesser of the appraised value or the purchase price of the property serving as collateral for the loan.

Generally, we make one- to four-family mortgage loans with loan-to-value ratios of up to 90%. However, for one- to four-family real estate loans with loan-to-value ratios of between 80% and 90%, we may require the borrower to purchase private mortgage insurance. In 2005 we began making 80/20 loans and interest-only loans subject to Board-approved dollar limits to limit risk exposure. In late 2007 these products were eliminated; however, at December 31, 2014 approximately \$315,000 of these products remained in our portfolio. We require fire and casualty insurance, flood insurance when applicable, as well as title insurance, on all properties securing real estate loans made by us.

**Commercial Real Estate Lending.** We originate commercial real estate loans. At December 31, 2014, we had a total of 265 loans secured primarily by commercial real estate properties, unimproved vacant land and, to a limited extent, multifamily properties. Our commercial real estate loans are secured by income-producing properties such as office buildings, retail buildings, restaurants and motels. A majority of our commercial real estate loans are secured by properties located in our primary market area, although at December 31, 2014 we had \$2.3 million in commercial real estate loans located outside of Michigan. We have originated commercial construction loans that are originated as permanent loans but are interest-only during the initial construction period, which generally does not exceed nine months. At December 31, 2014, our commercial real estate loans, totaled \$63.6 million, or 38.5% of our total loans, and had an average principal balance of approximately \$239,000. The terms of each loan typically amortize over 15 years and have a three- or five-year balloon feature. An origination fee of 0.5% to 1.0% is generally charged on commercial real estate loans. We generally make commercial real estate loans up to 75% of the appraised value of the property securing the loan.

At December 31, 2014, our largest commercial real estate relationship consisted of two loans with a total principal balance of \$4.0 million, which was performing according to its repayment terms as of December 31, 2014. This loan relationship is secured by two pieces of commercial real estate. Our largest single commercial real estate loan had an outstanding balance of \$3.1 million, which was performing according to its repayment terms as of December 31, 2014.

Commercial real estate loans generally carry higher interest rates and have shorter terms than those on one- to four-family residential mortgage loans. However, loans secured by commercial real estate generally involve a greater degree of credit risk than one- to four-family residential mortgage loans and carry larger loan balances. This increased credit risk is a result of several factors, including the concentration of principal in a limited number of loans and borrowers, the effects of general economic conditions on income producing properties, and the increased difficulty of evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by commercial real estate is typically dependent upon the successful operation of the business or the related real estate property. If the

cash flow from the business operation is reduced, the borrower's ability to repay the loan may be impaired. This may be particularly true in the early years of the business operation when the risk of failure is greatest. Some of our commercial real estate loans have been made to borrowers whose business operations are untested, which increases our risk.

**Consumer and Other Loans.** We originate a variety of consumer and other loans, including loans secured by savings accounts, new and used automobiles, mobile homes, boats, recreational vehicles, and other personal property. As of December 31, 2014, consumer and other loans totaled \$10.9 million, or 6.6% of our total loan portfolio. At such date, \$147,000, or 0.09% of our consumer loans, were unsecured. As of December 31, 2014, home equity loans totaled \$9.5 million, or 5.8% of our total loan portfolio, and automobile loans totaled \$630,000, or 0.4% of our total loan portfolio. We originate automobile loans directly to our customers and have no outstanding agreements with automobile dealerships to generate indirect loans.

Our procedures for underwriting consumer loans include an assessment of an applicant's credit history and the ability to meet existing obligations and payments on the proposed loan. Although an applicant's creditworthiness is a primary consideration, the underwriting process also includes a comparison of the value of the collateral security, if any, to the proposed loan amount.

Consumer loans generally entail greater risk than residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by assets that tend to depreciate rapidly, such as automobiles, mobile homes, boats and recreational vehicles. In addition, the repayment of consumer loans depends on the borrower's continued financial stability, as repayment is more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy than a single family mortgage loan.

**Commercial Loans.** At December 31, 2014, we had \$19.0 million in commercial loans which amounted to 11.5% of total loans. We make commercial loans primarily in our market area to a variety of professionals, sole proprietorships and small businesses. Commercial lending products include term loans and revolving lines of credit. The maximum amount of a commercial loan is our loans-to-one-borrower limit, which was \$4.8 million at December 31, 2014. Such loans are generally used for longer-term working capital purposes such as purchasing equipment or furniture. Commercial loans are made with either adjustable or fixed rates of interest. Variable rates are generally based on the prime rate, as published in *The Wall Street Journal*, plus a margin. Fixed rate commercial loans are set at a margin above the Federal Home Loan Bank comparable advance rate.

When making commercial loans, we consider the financial statements of the borrower, our lending history with the borrower, the debt service capabilities of the borrower, the projected cash flows of the business and the value of the collateral. Commercial loans are generally secured by a variety of collateral, primarily accounts receivable, inventory and equipment, and are supported by personal guarantees. Depending on the collateral used to secure the loans, commercial loans are typically made in amounts of up to 75% of the value of the collateral securing the loan.

Commercial loans generally have greater credit risk than residential mortgage loans. Unlike residential mortgage loans, which generally are made on the basis of the borrower's ability to make repayment from his or her employment or other income, and which are secured by real property whose value tends to be more easily ascertainable, commercial loans generally are made on the basis of the borrower's ability to repay the loan from the cash flow of the borrower's business. As a result, the availability of funds for the repayment of commercial loans may depend substantially on the success of the business itself. If the cash flow from the business operation is reduced, the borrower's ability to repay the loan may be impaired. This may be particularly true in the early years of the business operation when the risk of failure is greatest. Moreover, any collateral securing the loans may depreciate over time, may be difficult to appraise and may fluctuate in value. We seek to minimize these risks through our underwriting standards. At December 31, 2014, our largest commercial loan was a \$2.2 million commercial term loan and was collateralized by equipment and inventory of a supermarket. At December 31, 2014, the outstanding balance was \$1.5 million and the loan was performing according to its repayment terms.

**Construction Loans.** We originate construction loans to local home builders in our market area, generally with whom we have an established relationship, and to individuals engaged in the construction of their residences. We also originate loans for the construction of commercial buildings and, to a lesser extent, participate in construction loan projects originated by other lenders. Our construction loans totaled \$2.2 million, or 1.3% of our total loan portfolio, at December 31, 2014.

Our construction loans to home builders are repaid on an interest-only basis for the term of the loan (which is generally six to 12 months), with interest calculated on the amount disbursed to the builders based upon a percentage of completion of construction. These loans typically have a maximum loan-to-value ratio of 80%, based on the appraised value. Interest rates are fixed during the construction phase of the loan. Loans to builders are made on either a pre-sold or speculative (unsold) basis. Most of our construction loans to individuals who intend to occupy the completed dwelling are originated via a “one-step closing” process, whereby the construction phase and end-financing are handled with one loan closing. Prior to funding a construction loan, we require an appraisal of the property from a qualified appraiser approved by us, and all appraisals are reviewed by us.

Construction lending exposes us to greater credit risk than permanent mortgage financing because of the inherent difficulty in estimating both a property’s value at completion of the project and the estimated cost of the project. If the estimate of construction costs is inaccurate, we may be required to advance funds beyond the amount originally committed to permit completion of the project. If the estimate of value upon completion is inaccurate, the value of the property may be insufficient to assure full repayment. Projects may also be jeopardized by disagreements between borrowers and builders and by the failure of builders to pay subcontractors. Loans to builders to construct homes for which no purchaser has been identified carry more risk because the repayment of the loan depends on the builder’s ability to sell the property prior to the time that the construction loan is due. We have attempted to minimize these risks by, among other things, limiting our residential construction lending primarily to residential properties in our market area and generally requiring personal guarantees from the principals of corporate borrowers.

**Loan Portfolio Composition.** The following table sets forth the composition of our loan portfolio by type of loan at the dates indicated.

	At December 31, 2014		2013		2012		2011		2010		Percent
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	
(dollars in thousands)											
Real estate loans:											
Residential Mortgages:											
1-4 Family Mortgages	\$68,355	41.4 %	\$60,750	44.0 %	\$63,867	45.3 %	\$64,177	45.0 %	\$68,298	42.7 %	
Purchased Mortgage	1,300	0.8 %	1,506	1.2 %	1,711	1.3 %	1,924	1.3 %	3,243	2.0 %	
In-State											
1-4 Family Construction Home	2,173	1.3 %	1,583	1.1 %	962	0.7 %	498	0.3 %	156	0.1 %	
Equity/Junior Liens	9,502	5.7 %	8,730	6.3 %	10,409	7.4 %	13,395	9.4 %	16,547	10.3 %	
Nonresidential Mortgages:											
Nonresidential Purchased	54,908	33.2 %	41,090	29.8 %	40,992	29.1 %	44,020	30.9 %	43,580	27.3 %	
Nonresidential In-State	4,993	3.0 %	6,886	5.0 %	4,553	3.2 %	2,130	1.5 %	4,232	2.6 %	
Purchased											
Nonresidential Out-of-State	2,262	1.4 %	3,750	2.7 %	6,882	4.9 %	7,788	5.5 %	9,928	6.2 %	
Nonresidential Construction	1,443	0.9 %	—	0.0 %	1,458	1.0 %	91	0.1 %	1,498	0.9 %	
Purchased											
Construction	—	0.0 %	—	0.0 %	615	0.4 %	—	0.0 %	—	0.0 %	0.0 %
In-State											
Purchased											
Construction	—	0.0 %	173	0.1 %	173	0.1 %	173	0.1 %	1,772	1.1 %	
Out-of-State											
Non real estate loans:											
Commercial Loans	17,361	10.5 %	12,164	8.8 %	7,769	5.5 %	6,621	4.6 %	7,382	4.6 %	
Purchased Commercial	1,639	1.0 %	287	0.2 %	333	0.2 %	381	0.3 %	1,466	0.9 %	



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Loans In-State Consumer and other loans	1,403	0.8	%	1,165	0.8	%	1,258	0.9	%	1,477	1.0	%	2,118	1.3
Total Loans	\$ 165,339	100.00%		\$ 138,084	100.00%		\$ 140,982	100.00%		\$ 142,675	100.00%		\$ 160,220	100.00%
Other items:														
Deferred loan origination costs	226			179			15			14			31	
Deferred loan origination fees	(489 )			(476 )			(335 )			(287 )			(276 )	
Allowance for loan losses	(1,429 )			(1,472 )			(1,750 )			(1,518 )			(2,831 )	
Total loans, net	\$ 163,647			\$ 136,315			\$ 138,912			\$ 140,884			\$ 157,144	

**Loan Portfolio Maturities and Yield.** The following table summarizes the scheduled repayments of our loan portfolio at December 31, 2014. Demand loans, loans having no stated repayment or maturity, and overdraft loans are reported as being due in one year or less.

Due During the Years Ending December 31,	1-4 Family Mortgage		Purchased Mortgage In-State		1-4 Family Construction	
	Weighted Average		Weighted Average		Weighted Average	
	Amount	Rate	Amount	Rate	Amount	Rate
	(dollars in thousands)					
2015	\$380	8.43 %	\$—	0.00 %	\$2,112	4.12 %
2016	141	6.98 %	—	0.00 %	61	3.63 %
2017	226	6.08 %	—	0.00 %	—	0.00 %
2018 to 2019	2,483	5.79 %	—	0.00 %	—	0.00 %
2020 to 2024	5,565	5.31 %	—	0.00 %	—	0.00 %
2025 to 2029	25,750	4.44 %	22	2.85 %	—	0.00 %
2030 and beyond	33,810	4.68 %	1,278	2.56 %	—	0.00 %
Total	\$68,355	4.71 %	\$1,300	2.56 %	\$2,173	4.10 %

Due During the Years Ending December 31,	Home Equity/Junior Liens		Purchased Nonresidential In-State			
	Weighted Average		Weighted Average			
	Amount	Rate	Amount	Rate		
	(dollars in thousands)					
2015	\$118	5.27 %	\$5,379	6.74 %	\$20	7.48 %
2016	337	6.50 %	6,313	6.01 %	785	4.66 %
2017	505	5.52 %	13,738	5.63 %	1,370	4.75 %
2018 to 2019	1,338	4.80 %	14,631	5.50 %	180	4.75 %

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2020 to 2024	4,389	5.73 %	7,443	5.33 %	1,697	4.75 %
2025 to 2029	2,802	4.16 %	2,854	5.11 %	941	5.75 %
2030 and beyond	13	5.25 %	4,550	6.16 %	—	0.00 %
Total	\$9,502	5.15 %	\$54,908	5.73 %	\$4,993	4.94 %

Purchased Nonresidential Out-of-State	Weighted Average AmountRate	Nonresidential Construction	Weighted Average AmountRate	Commercial Loans	Weighted Average Amount Rate
(dollars in thousands)					

Due During the  
Years Ending  
December 31,

2015	\$—	0.00 %	\$1,443	5.25 %	\$6,025	5.13 %
2016	—	0.00 %	—	0.00 %	2,327	5.54 %
2017	—	0.00 %	—	0.00 %	2,013	5.53 %
2018 to 2019	—	0.00 %	—	0.00 %	4,055	5.13 %
2020 to 2024	—	0.00 %	—	0.00 %	2,941	5.18 %
2025 to 2029	—	0.00 %	—	0.00 %	—	0.00 %
2030 and beyond	2,262	5.75 %	—	0.00 %	—	0.00 %
Total	\$2,262	5.75 %	\$1,443	5.25 %	\$17,361	5.24 %

Purchased Commercial Loans In-State	Weighted Average AmountRate	Consumer & Other Loans	Weighted Average AmountRate	Total	Weighted Average Amount Rate
(dollars in thousands)					

Due During the  
Years Ending  
December 31,

2015	\$—	0.00 %	\$57	8.29 %	\$15,534	5.66 %
2016	1,408	3.50 %	153	8.33 %	11,525	5.56 %
2017	—	0.00 %	512	6.63 %	18,364	5.59 %
2018 to 2019	231	4.75 %	407	5.63 %	23,325	5.42 %
2020 to 2024	—	0.00 %	233	5.19 %	22,268	5.34 %
2025 to 2029	—	0.00 %	28	5.50 %	32,397	4.51 %
2030 and beyond	—	0.00 %	13	18.00 %	41,926	4.84 %
Total	\$1,639	3.68 %	\$1,403	6.44 %	\$165,339	5.13 %



**Fixed- and Adjustable-Rate Loans.** The following table sets forth the scheduled repayments of fixed- and adjustable-rate loans at December 31, 2014 that are contractually due after December 31, 2015.

	Due After December 31, 2015		
	Fixed	Adjustable	Total
	(dollars in thousands)		
Residential Mortgages:			
1-4 Family Mortgages	\$38,808	\$29,229	\$68,037
Purchased Mortgage In-State	—	1,300	1,300
Home Equity/Junior Liens	3,049	6,335	9,384
Nonresidential Mortgages:			
Nonresidential	33,839	15,690	49,529
Purchased Nonresidential In-State	3,246	1,726	4,972
Purchased Nonresidential Out-of-State	2,262	—	2,262
Non real estate loans:			
Commercial Loans	8,770	2,566	11,336
Purchased Commercial Loans In-State	1,639	—	1,639
Consumer and other loans	1,121	225	1,346
<b>Total Loans</b>	<b>\$92,734</b>	<b>\$57,071</b>	<b>\$149,805</b>

**Loan Originations, Purchases, Sales and Servicing.** While we originate both fixed-rate and adjustable-rate loans, our ability to generate each type of loan depends upon borrower demand, market interest rates, borrower preference for fixed- versus adjustable-rate loans, and the interest rates offered on each type of loan by other lenders in our market area. These lenders include competing banks, savings banks, credit unions, internet lenders, mortgage banking companies and life insurance companies that may also actively compete for local commercial real estate loans. Loan originations are derived from a number of sources, including real estate agent referrals, existing customers, borrowers, builders, attorneys, our directors, walk-in customers and our own sales force. Upon receiving a loan application, we obtain a credit report and employment verification to verify specific information relating to the applicant's employment, income, and credit standing. In the case of a real estate loan, we obtain a determination of value of the real estate intended to collateralize the proposed loan. Our residential mortgage officers have residential mortgage lending authority up to \$150,000. While certain Senior Bank Officers have residential lending limits up to \$400,000, the Officer Loan Committee generally approves residential loans from \$150,000 to \$500,000, while requests over \$500,000 must be approved by the Board of Directors. Secured consumer lending limits by officer range from \$25,000 to \$50,000, while certain Senior Bank Officers have secured consumer lending limits up to \$150,000. For secured commercial loans, the limits range from \$100,000 to \$400,000. Senior Loan Committee generally approves secured commercial loans from \$400,000 to \$500,000, while requests over \$500,000 must be approved by the Board of Directors.

A commercial commitment letter specifies the terms and conditions of the proposed loan including the amount of the loan, interest rate, amortization term, a brief description of the required collateral, and required insurance coverage. Commitments are typically issued for 15-day periods. The borrower must provide proof of fire and casualty insurance

on the property serving as collateral, which must be maintained during the full term of the loan. A title insurance policy is required on all real estate loans. At December 31, 2014, we had outstanding loan commitments of \$24.2 million, including unfunded commitments under lines of credit and commercial and standby letters of credit.

Our loan origination and sales activity may be adversely affected by a rising interest rate environment that typically results in decreased loan demand, while declining interest rates may stimulate increased loan demand. Accordingly, the volume of loan originations, the mix of fixed- and adjustable-rate loans, and the profitability of this activity can vary from period to period. One- to four-family residential mortgage loans are generally underwritten to investor guidelines, and closed on standard investor documents. We currently sell loans to Freddie Mac and the Federal Home Loan Bank of Indianapolis (the "FHLB"). If such loans are sold, the sales are conducted using standard investor purchase contracts and master commitments as applicable. The majority of one- to four-family mortgage loans that we have sold to investors have been sold on a non-recourse basis, whereby foreclosure losses are generally the responsibility of the purchaser and not First Federal of Northern Michigan.

We are a qualified loan servicer for both Freddie Mac and the FHLB. Our policy has historically been to retain the servicing rights for all conforming loans sold, and to continue to collect payments on the loans, maintain tax escrows and applicable fire and flood insurance coverage, and supervise foreclosure proceedings if necessary. We retain a portion of the interest paid by the borrower on the loans as consideration for our servicing activities.

We require appraisals of real property securing loans. Appraisals are performed by independent appraisers, who are approved by our Board of Directors annually. We require fire and extended coverage insurance in amounts adequate to protect our principal balance. Where appropriate, flood insurance is also required. Private mortgage insurance is required for most residential mortgage loans with loan-to-value ratios greater than 80%.

**Loan Origination Fees and Costs.** In addition to interest earned on loans, we generally receive fees in connection with loan originations. Such loan origination fees, net of costs to originate, are deferred and amortized using an interest method over the contractual life of the loan. Fees deferred are recognized into income immediately upon prepayment or subsequent sale of the related loan. At December 31, 2014, we had \$263,000 of net deferred loan origination fees. Such fees vary with the volume and type of loans and commitments made and purchased, principal repayments, and competitive conditions in the mortgage markets, which in turn respond to the demand and availability of money. In addition to loan origination fees, we also generate other income through the sales and servicing of mortgage loans, late charges on loans, and fees and charges related to deposit accounts. We recognized fees and service charges of \$807,000 and \$857,000 for the years ended December 31, 2014 and 2013, respectively.

To the extent that originated loans are sold with servicing retained, we capitalize a mortgage servicing asset at the time of the sale in accordance with applicable accounting standards (ASC 860, "Transfers and Servicing"). The capitalized amount is amortized thereafter (over the period of estimated net servicing income) as a reduction of servicing fee income. The unamortized amount is fully charged to income when loans are prepaid. Originated mortgage servicing rights with an amortized cost of \$710,000 were included on our balance sheet at December 31, 2014.

**Origination, Purchase and Sale of Loans.** The table below shows our loan originations, purchases, sales, and repayments of loans for the periods indicated.

	Years Ended December 31,		
	2014	2013	2012
	(dollars in thousands)		
Loans receivable at beginning of period	\$ 138,084	\$ 140,982	\$ 142,675
Loans acquired in merger	29,142	—	—
Originations:			
Real estate:			
Residential 1-4 family	25,250	28,776	52,387
Commercial and Multi-family	23,889	33,260	18,182
Consumer	2,306	1,639	2,040
Total originations	51,445	63,675	72,609
Loan purchases:			

Commercial	2,000	2,844	6,538
Total loan purchases	2,000	2,844	6,538
Loan sales	(13,833 )	(17,776 )	(36,529 )
Transfer of loans to foreclosed assets	(1,562 )	(1,486 )	(1,823 )
Repayments	(39,937 )	(50,155 )	(42,488 )
Total loans receivable at end of period	\$ 165,339	\$ 138,084	\$ 140,982

### **Delinquent Loans, Other Real Estate Owned and Classified Assets**

**Collection Procedures.** Our general collection procedures provide that when a commercial loan becomes 10 days past due and when a mortgage or consumer loan become 15 days past due, a computer-generated late charge notice is sent to the borrower requesting payment. If delinquency continues, a second delinquent notice is mailed when the loan continues past due for 30 days. If a loan becomes 60 days past due, the loan becomes subject to possible legal action. We will generally send a “due and payable” letter upon a loan becoming 60 days delinquent. This letter grants the borrower 30 days to bring the account paid to date prior to the start of any legal action. If not paid, foreclosure proceedings are initiated after this 30-day period. To the extent required by regulations of the Department of Housing and Urban Development (“HUD”), generally within 30 days of delinquency, a Section 160 HUD notice is given to the borrower which provides access to consumer counseling services. General collection procedures may vary with particular circumstances on a loan by loan basis. Also, collection procedures for Freddie Mac serviced loans follow the Freddie Mac guidelines which are different from our general procedures.



***Loans Past Due and Non-Performing Assets.*** Loans are reviewed on a regular basis and are placed on non-accrual status when, in the opinion of management, the collection of additional interest is doubtful or when extraordinary efforts are required to collect the debt. Interest accrued and unpaid at the time a loan is placed on non-accrual status is charged against interest income.

Real estate acquired by us as a result of foreclosure or by deed in lieu of foreclosure is deemed real estate owned (“REO”) until such time as it is sold. In general, we consider collateral for a loan to be “in-substance” foreclosed if: (i) the borrower has little or no equity in the collateral; (ii) proceeds for repayment of the loan can be expected to come only from the operation or sale of the collateral; and (iii) the borrower has either formally or effectively abandoned control of the collateral, or retained control of the collateral but is unlikely to be able to rebuild equity in the collateral or otherwise repay the loan in the foreseeable future. Cash flow attributable to in-substance foreclosures is used to reduce the carrying value of the collateral.

When collateral, other than real estate, securing commercial and consumer loans is acquired as a result of delinquency or other reasons, it is classified as Other Repossessed Assets (“ORA”) and recorded at the lower of cost or fair market value until it is disposed.

When collateral is acquired or otherwise deemed REO/ORA, it is recorded at the lower of the unpaid principal balance of the related loan or its estimated net realizable value. This write down is recorded against the allowance for loan losses. Periodic future valuations are performed by management, and any subsequent decline in fair value is charged to operations. At December 31, 2014, we held \$2.0 million in properties that were classified REO and \$860,000 in assets classified as ORA.

**Delinquent Loans.** The following table sets forth certain information with respect to our loan portfolio delinquencies at the dates indicated.

	At December 31,				
	2014	2013	2012	2011	2010
	(dollars in thousands)				
<b>Non-Accrual Loans:</b>					
Residential Mortgage	\$750	\$651	\$1,810	\$2,420	\$3,114
Commercial Mortgage	486	13	821	356	1,148
Purchased Mortgage Out-of-State	—	1,441	2,030	—	—
Construction	—	—	—	—	—
Purchased Construction Out-of-State	—	173	173	173	1,772
Commercial	77	—	—	—	—
Consumer and other	25	7	29	152	206
<b>Total non-accrual loans (*)</b>	<b>\$1,338</b>	<b>\$2,285</b>	<b>\$4,863</b>	<b>\$3,101</b>	<b>\$6,240</b>
<b>Accrual loans delinquent 90 days or more:</b>					
Residential Mortgage	312	24	61	238	282
Commercial Mortgage	—	—	—	—	82
Construction	—	—	—	—	—
Purchased Construction Out-of-State	—	—	—	—	—
Commercial	—	—	—	—	—
Consumer and other	3	2	6	—	2
<b>Total accrual loans delinquent 90 days or more</b>	<b>\$315</b>	<b>\$26</b>	<b>\$67</b>	<b>\$238</b>	<b>\$366</b>
<b>Total nonperforming loans (*) (1)</b>	<b>\$1,653</b>	<b>\$2,311</b>	<b>\$4,930</b>	<b>\$3,339</b>	<b>\$6,606</b>
<b>Real Estate Owned and Other Repossessed Assets:</b>					
Residential Mortgage	356	285	957	1,086	494
Commercial Mortgage	391	472	309	1,015	2,304
Purchased Mortgage Out-of-State	1,216	—	—	—	—
Construction	—	—	—	—	—
Commercial	—	—	—	—	—
Consumer and other	860	1,023	1,121	1,307	20
<b>Total real estate owned and other repossessed assets (2)</b>	<b>\$2,823</b>	<b>\$1,780</b>	<b>\$2,387</b>	<b>\$3,408</b>	<b>\$2,818</b>
<b>Total nonperforming assets (*)</b>	<b>\$4,476</b>	<b>\$4,091</b>	<b>\$7,317</b>	<b>\$6,747</b>	<b>\$9,424</b>
<b>Total nonperforming loans to total originated loans receivable</b>	<b>1.00 %</b>	<b>1.67 %</b>	<b>3.50 %</b>	<b>2.37 %</b>	<b>4.12 %</b>
<b>Total nonperforming assets to total assets</b>	<b>1.37 %</b>	<b>1.95 %</b>	<b>3.42 %</b>	<b>3.11 %</b>	<b>4.37 %</b>

(\*) Totals include non-performing loans and assets acquired on August 8, 2014 with the merger.

(1) All of our loans delinquent 90 days or more are classified as nonperforming.

(2) Represents the net book value of property acquired by us through foreclosure or deed in lieu of foreclosure.

Upon acquisition, this property is recorded at the lower of its fair market value or the principal balance of the related loan.

**Nonperforming Assets.** The following table sets forth the amounts and categories of our non-performing assets at the dates indicated.

	Loan Delinquent For		90 Days and		Total	
	60-89 Days		Over			
	Number	Amount	Number	Amount	Number	Amount
	(dollars in thousands)					
<u>At December 31, 2014</u>						
Residential Mortgages	11	\$802	9	\$847	20	\$1,649
Commercial Mortgages	3	323	6	93	9	416
Purchased Out-of-State Commercial Mortgages	—	—	—	—	—	—
Construction	—	—	—	—	—	—
Purchased Out-of-State Construction	—	—	—	—	—	—
Commercial	1	40	1	104	2	144
Consumer	1	4	4	42	5	46
Total	16	\$1,169	20	\$1,086	36	2,255

	Loan Delinquent For					
	60-89 Days		90 Days and Over		Total	
	Number	Amount	Number	Amount	Number	Amount
<u>At December 31, 2013</u>						
Residential Mortgages	9	\$ 393	5	\$ 353	14	\$ 746
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Commercial	1	20	—	—	1	20
Purchased In-State	—	—	—	—	—	—
Total	15	\$ 993	8	\$ 1,969	23	2,962
<u>At December 31, 2012</u>						
Residential Mortgages	11	\$ 796	10	\$ 1,198	21	\$ 1,994
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Commercial	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Total	13	\$ 1,341	17	\$ 1,672	30	3,013
<u>At December 31, 2011</u>						
Residential Mortgages	16	\$ 1,501	23	\$ 1,969	39	\$ 3,470
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Total	26	\$ 1,928	30	\$ 2,515	56	4,443
<u>At December 31, 2010</u>						
Residential Mortgages	23	\$ 2,056	34	\$ 2,434	57	\$ 4,490
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Purchased In-State	—	—	—	—	—	—
Total	37	\$ 2,672	53	\$ 5,197	90	7,869

Interest income that would have been recorded for the year ended December 31, 2014, had non-accruing loans been current according to their original terms amounted to \$159,000. Interest of \$4,000 was recognized on these impaired loans prior to placing them on non-accrual status, and is included in net income for the year ended December 31, 2014.

The following table displays the unpaid principal balance and number of loans classified as troubled debt restructurings, including those acquired in the merger with Bank of Alpena, as of the dates indicated:

	Troubled Debt Restructurings					
	as of December 31, 2014		as of December 31, 2013		as of December 31, 2012	
	Number of Contracts	Unpaid Principal Balance	Number of Contracts	Unpaid Principal Balance	Number of Contracts	Unpaid Principal Balance
Commercial - Construction	—	\$—	1	\$173	1	\$173
Commercial Real Estate - Other	11	\$2,624	6	\$3,725	6	\$3,872
Commercial - non real estate	2	\$196	—	\$—	—	\$—
Residential	6	\$520	2	\$267	—	\$—
Total	19	\$3,340	9	\$4,165	7	\$4,045

**Classification of Assets.** Our policies, consistent with regulatory guidelines, provide for the classification of loans and other assets such as debt and equity securities and real estate held for sale considered by the Office of the Comptroller of the Currency (OCC) to be of lesser quality as “substandard,” “doubtful,” or “loss” assets. An asset is considered “substandard” if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. “Substandard” assets include those characterized by the “distinct possibility” that the savings institution will sustain “some loss” if the deficiencies are not corrected. 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,” on the basis of currently existing facts, conditions, and values, “highly questionable and improbable.” Assets classified as “loss” are those considered “uncollectible” and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted. Assets that do not expose the savings institution to risk sufficient to warrant classification in one of the aforementioned categories, but which possess some weaknesses, are required to be designated “special mention” by management. Loans designated as special mention are generally loans that, while current in required payments, have exhibited some potential weaknesses that, if not corrected, could increase the level of risk in the future.

The allowance for loan losses represents amounts that have been established to recognize losses inherent in the loan portfolio that are both probable and reasonably estimable at the date of the financial statements. When we classify problem assets as loss, we charge-off such amount. Our determination as to the classification of our assets and the amount of our loss allowances are subject to review by our regulatory agencies, which can order the establishment of additional loss allowances. Management regularly reviews our asset portfolio to determine whether any assets require classification in accordance with applicable regulations. On the basis of management’s review of our assets at December 31, 2014, classified assets consisted of substandard assets of \$6.7 million. There was one assets classified as doubtful and no assets classified as loss at December 31, 2014.

We classify our assets pursuant to criteria similar to the classification structure provided in the OCC regulations. The following table sets forth the aggregate amount of our internally classified assets at the dates indicated.

	At December 31,				
	2014	2013	2012	2011	2010
	(dollars in thousands)				
Substandard assets	\$5,896	\$5,662	\$13,008	\$16,435	\$15,974
Doubtful assets	9	—	—	—	—
Loss assets	—	—	—	—	—
Total classified assets	\$5,905	\$5,662	\$13,008	\$16,435	\$15,974

**Allowance for Loan Losses.** We provide for loan losses based on the allowance method. Accordingly, all loan losses are charged to the related allowance and all recoveries are credited to it. Additions to the allowance for loan losses are provided by charges to income based on various factors which, in management’s judgment, deserve current recognition

in estimating probable losses. Management regularly reviews the loan portfolio and makes provisions for loan losses in order to maintain the allowance for loan losses in accordance with accounting principles generally accepted in the United States of America. The allowance for loan losses consists of amounts specifically allocated to non-performing loans and other criticized or classified loans (if any) as well as general allowances determined for each major loan category. Commercial loans and loans secured by commercial real estate are evaluated individually for impairment. Other smaller-balance, homogeneous loan types, including loans secured by one- to four-family residential real estate and consumer installment loans, are evaluated for impairment on a collective basis. After we establish a provision for loans that are known to be non-performing, criticized or classified, we calculate percentage loss factors to apply to the remaining categories within the loan portfolio to estimate probable losses inherent in these categories of the portfolio. When the loan portfolio increases, therefore, the percentage calculation results in a higher dollar amount of estimated probable losses than would be the case without the increase, and when the loan portfolio decreases, the percentage calculation results in a lower dollar amount of estimated probable losses than would be the case without the decrease. These percentage loss factors are determined by management based on our historical loss experience and credit concentrations for the applicable loan category, which may be adjusted to reflect our evaluation of levels of, and trends in, delinquent and non-accrual loans, trends in volume and terms of loans, and local economic trends and conditions.

We consider commercial and commercial real estate loans and construction loans to be riskier than the one- to four-family residential mortgage loans that we originate. Commercial and commercial real estate loans have greater credit risks compared to one- to four-family residential mortgage loans, as they typically involve large loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment experience on loans secured by income-producing properties typically depends on the successful operation of the related real estate project and thus may be subject to a greater extent to adverse conditions in the real estate market and in the general economy. Construction loans have greater credit risk than permanent mortgage financing because of the inherent difficulty in estimating both a property's value at completion of the project and the estimated cost of the project. If the estimate of construction costs is inaccurate, we may be required to advance funds beyond the amount originally committed to permit completion of the project. If the estimate of value upon completion is inaccurate, the value of the property may be insufficient to assure full repayment. Projects also may be jeopardized by disagreements between borrowers and builders and by the failure of builders to pay subcontractors. Loans to builders to construct homes for which no purchaser has been identified carry more risk because the repayment of the loan depends on the builder's ability to sell the property prior to the time that the construction loan is due. The increased risk characteristics associated with commercial real estate and land loans and construction loans are considered by management in the evaluation of the allowance for loan losses and generally result in a larger loss factor applied to these segments of the loan portfolio in developing an estimate of the required allowance for loan losses. We intend to increase our originations of commercial and commercial real estate loans, and we intend to retain these loans in our portfolio. Because these loans entail significant additional credit risks compared to one- to four-family residential mortgage loans, an increase in our origination (and retention in our portfolio) of these types of loans would, in the absence of other offsetting factors, require us to make additional provisions for loan losses.

The carrying value of loans is periodically evaluated and the allowance is adjusted accordingly. While management uses the best information available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. In addition, as an integral part of their examination process, our regulatory agencies periodically review the allowance for loan losses. Such agencies may require us to recognize additions to the allowance based on their judgments of information available to them at the time of their examination.



**Analysis of the Allowance for Loan Losses.** The following table sets forth the activity on our allowance for loan losses for the periods indicated.

	For the Years Ended December 31,				
	2014	2013	2012	2011	2010
	(dollars in thousands)				
Allowance at beginning of period	\$1,472	\$1,750	\$1,518	\$2,831	\$3,660
(Charge-offs):					
Real Estate:					
Residential Mortgages	(177 )	(464 )	(840 )	(1,119)	(258 )
Nonresidential Real Estate:					
Commercial Mortgages	(16 )	(85 )	(265 )	(334 )	(198 )
Purchased In-State	—	—	—	—	—
Purchased Out-of-State	(225 )	(589 )	—	(93 )	(314 )
Construction	(12 )	—	—	—	(751 )
Purchased In-State	—	—	—	—	—
Purchased Out-of-State	—	—	—	—	(262 )
Non Real Estate Loans:					
Commercial	—	—	—	(6 )	—
Consumer and other	(38 )	(53 )	(131 )	(192 )	(319 )
Total charge offs	(468 )	(1,191)	(1,236)	(1,744)	(2,102)
Recoveries:					
Real Estate:					
Residential Mortgages	55	120	65	25	2
Nonresidential Real Estate:					
Commercial Mortgages	54	114	10	79	85
Construction	—	—	—	—	60
Non Real Estate Loans:					
Commercial	2	—	—	1	—
Consumer and other	30	42	26	42	25
Total recoveries	141	276	101	147	172
Net (charge offs) recoveries	(327 )	(915 )	(1,135)	(1,597)	(1,930)
Provision for loan losses	284	637	1,367	284	1,101
Balance at end of year	\$1,429	\$1,472	\$1,750	\$1,518	\$2,831
Ratios:					
Net Charge-offs to average loans outstanding (annualized)	0.23 %	0.64 %	0.79 %	1.02 %	1.14 %
Allowance for loan loss to non-performing loans at end of period	86.45 %	63.70 %	35.50 %	45.46 %	87.70 %

Allowance for loan losses to total loans at end of period                    1.05 %   1.07 %   1.24 %   1.06 %   1.98 %

***Allocation of Allowance for Loan Losses.*** The following table sets forth the allowance for loan losses allocated by loan category, the total loan balances by category, and the percent of loans in each category to total loans at the dates indicated. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	At December 31		2013		2012	
	2014	Percent	2013	Percent	2012	Percent
	Allowance	of Loans	Allowance	of Loans	Allowance	of Loans
	for	in Each	for	in Each	for	in Each
	Loan	Category	Loan	Category	Loan	Category
	Losses to Total	Loans	Losses to Total	Loans	Losses to Total	Loans
	(dollars in thousands)					
<b>Residential Mortgages:</b>						
1 - 4 family residential	\$860	45.3 %	\$773	44.0 %	\$894	45.3 %
Purchased Mortgages In-State	9	1.0 %	11	1.2 %	12	1.3 %
1 - 4 family construction	—	1.3 %	—	1.1 %	—	0.7 %
Home Equity & Junior Liens	33	5.7 %	62	6.3 %	99	7.4 %
<b>Nonresidential Mortgages:</b>						
Nonresidential	307	28.7 %	319			