FIRST NORTHERN COMMUNITY BANCORP
Form 10-Q
May 04, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

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

For the Quarterly Period Ended March 31, 2016

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 000-30707

FIRST NORTHERN COMMUNITY BANCORP
(Exact name of registrant as specified in its charter)

California	68-0450397
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

195 N. First Street, Dixon, California	95620
(Address of principal executive offices)	(Zip Code)

707-678-3041
(Registrant's telephone number including area code)

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

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined by Rule 12b-2 of the Exchange Act). See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of Common Stock outstanding as of May 2, 2016 was 10,704,559.
1

FIRST NORTHERN COMMUNITY BANCORP

INDEX

PART I – FINANCIAL INFORMATION

FIRST NORTHERN COMMUNITY BANCORP

ITEM I. – FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands, except shares and share amounts)	March 31, 2016	December 31, 2015
Assets		
Cash and cash equivalents	$156,277	$200,797
Certificates of deposit	16,649	16,649
Investment securities – available-for-sale	225,712	183,351
Loans, net of allowance for loan losses of $9,607 at March 31, 2016 and $9,251 at December 31, 2015	617,534	605,853
Loans held-for-sale	2,711	351
Stock in Federal Home Loan Bank and other equity securities, at cost	3,934	3,934
Premises and equipment, net	7,332	7,011
Interest receivable and other assets	25,918	26,679
Total Assets	$1,056,067	$1,044,625
Liabilities and Stockholders' Equity		
Liabilities:		
Demand deposits	$315,427	$313,307
Interest-bearing transaction deposits	265,432	261,634
Savings and MMDA's	291,261	285,365
Time, under $250,000	66,594	67,855
Time, $250,000 and over	20,222	19,953
Total deposits	958,936	948,114
Interest payable and other liabilities	8,841	10,662
Total Liabilities	967,777	958,776
Stockholders' Equity:		
Common stock, no par value; 16,000,000 shares authorized; 10,704,559 shares issued and outstanding at March 31, 2016 and 10,676,557 shares issued and outstanding at December 31, 2015	73,831	73,764
Additional paid-in capital	977	977
Retained earnings	13,325	11,603
Accumulated other comprehensive income (loss), net	157	(495)
Total Stockholders' Equity	88,290	85,849
Total Liabilities and Stockholders' Equity	$1,056,067	$1,044,625

See notes to unaudited condensed consolidated financial statements.

FIRST NORTHERN COMMUNITY BANCORP

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(in thousands, except per share amounts)	Three months ended March 31, 2016	Three months ended March 31, 2015
Interest and dividend income:		
Loans	$ 7,382	$ 6,358
Due from banks interest bearing accounts	269	156
Investment securities		
Taxable	782	741
Non-taxable	70	64
Other earning assets	84	76
Total interest and dividend income	8,587	7,395
Interest expense:		
Deposits	286	293
Total interest expense	286	293
Net interest income	8,301	7,102
Provision for loan losses	450	350
Net interest income after provision for loan losses	7,851	6,752
Other operating income:		
Service charges on deposit accounts	520	519
Gains on sales of other real estate owned	4	161
Gains on sales of loans held-for-sale	110	133
Investment and brokerage services income	125	144
Mortgage brokerage income	—	5
Loan servicing income	116	113
Fiduciary activities income	113	128
Debit card income	465	476
Gains on calls of available-for-sale securities	14	—
Other income	218	213
Total other operating income	1,685	1,892
Other operating expenses:		
Salaries and employee benefits	4,185	3,848
Occupancy and equipment	723	707
Data processing	386	411
Stationery and supplies	93	89
Advertising	85	80
Directors' fees	59	62
Other real estate owned expense	1	2
Other expense	1,287	1,160
Total other operating expenses	6,819	6,359
Income before provision for income taxes	2,717	2,285
Provision for income taxes	986	768
Net income	$ 1,731	$ 1,517

Preferred stock dividends	$ —	$ (32)
Net income available to common shareholders	$ 1,731	$ 1,485
Basic earnings per common share	$ 0.16	$ 0.14
Diluted earnings per common share	$ 0.16	$ 0.14

See notes to unaudited condensed consolidated financial statements.

FIRST NORTHERN COMMUNITY BANCORP

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(in thousands)	Three months ended March 31, 2016	Three months ended March 31, 2015
Net income	$ 1,731	$ 1,517
Other comprehensive income, net of tax:		
Unrealized holding gains on securities:		
Unrealized holding gains arising during the period, net of tax effect of $441 and $250 for the three-month periods ended March 31, 2016 and March 31, 2015, respectively	660	375
Less: reclassification adjustment due to gains realized on sales of securities, net of tax effect of ($6) and $0 for the three-month periods ended March 31, 2016 and March 31, 2015, respectively	(8)	—
Directors' and officer's retirement plan equity adjustments, net of tax effect of $0 and $(22) for the three-month periods ended March 31, 2016 and March 31, 2015, respectively	—	(33)
Other comprehensive income	$ 652	$ 342
Comprehensive income	$ 2,383	$ 1,859

See notes to unaudited condensed consolidated financial statements.

FIRST NORTHERN COMMUNITY BANCORP

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)

(in thousands, except share data)

	Common Stock					
	Shares	Amounts	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total
Balance at December 31, 2015	10,676,557	$73,764	$ 977	$11,603	$ (495)	$85,849
Net income				1,731		1,731
Other comprehensive income					652	652
Stock dividend adjustment	505	4		(4)		—
Cash in lieu of fractional shares	(101)			(5)		(5)
Stock-based compensation		63				63
Common shares issued related to restricted stock grants	27,598					—
Balance at March 31, 2016	10,704,559	$73,831	$ 977	$13,325	$ 157	$88,290

See notes to unaudited condensed consolidated financial statements.

6

FIRST NORTHERN COMMUNITY BANCORP

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	(in thousands)	
	Three months ended March 31, 2016	Three months ended March 31, 2015
Cash Flows From Operating Activities		
Net income	$1,731	$1,517
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	145	166
Accretion and amortization of investment securities premiums and discounts, net	601	468
Decrease in deferred loan origination fees and costs, net	(25)	(2)
Provision for loan losses	450	350
Stock-based compensation	63	58
Gains on calls of available-for-sale securities	(14)	—
Gains on sales of other real estate owned	(4)	(161)
Gains on sales of loans held-for-sale	(110)	(133)
Proceeds from sales of loans held-for-sale	4,985	6,958
Originations of loans held-for-sale	(7,235)	(10,519)
Changes in assets and liabilities:		
Decrease in interest receivable and other assets	326	1,759
Net decrease in interest payable and other liabilities	(1,821)	(969)
Net cash used in operating activities	(908)	(508)
Cash Flows From Investing Activities		
Proceeds from calls or maturities of available-for-sale securities	3,978	540
Principal repayments on available-for-sale securities	6,781	5,808
Purchase of available-for-sale securities	(52,620)	(18,552)
Net decrease in certificates of deposit	—	992
Net decrease in loans	(12,323)	697
Proceeds from sale of other real estate owned	221	897
Purchases of premises and equipment, net	(466)	(108)
Net cash used in investing activities	(54,429)	(9,726)
Cash Flows From Financing Activities		
Net increase in deposits	10,822	36,456
Cash dividends paid in lieu of fractional shares	(5)	(6)
Stock options exercised	—	84
Cash dividends paid on preferred stock	—	(32)
Net cash provided by financing activities	10,817	36,502
Net (decrease) increase in Cash and Cash Equivalents	(44,520)	26,268
Cash and Cash Equivalents, beginning of period	200,797	216,192
Cash and Cash Equivalents, end of period	$156,277	$242,460

Supplemental Disclosures of Cash Flow Information:

Cash paid during the period for:

Interest	$273	$284
Income taxes	$200	$—
Supplemental disclosures of non-cash investing and financing activities:		
Stock dividend distributed	$3,351	$3,103
Transfer of loans held-for-investment to other real estate owned	$217	$—
Decrease in directors' & officer's retirement plan equity adjustment, net of tax	$—	$(33)
Unrealized holding gains on available for sale securities, net of taxes	$652	$375

See notes to unaudited condensed consolidated financial statements.

FIRST NORTHERN COMMUNITY BANCORP

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2016 and 2015 and December 31, 2015

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of First Northern Community Bancorp (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Articles 9 and 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for any interim period are not necessarily indicative of results expected for the full year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission. The preparation of financial statements in conformity with GAAP also requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates. All material intercompany balances and transactions have been eliminated in consolidation. See the Company's Annual Report on Form 10-K for the year ended December 31, 2015 for discussion of significant accounting policies and estimates.

Recently Issued Accounting Pronouncements:

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842). The amendments in ASU 2016-02, among other things, require lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date:

- A lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and
- A right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

The amendments in this ASU are effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. Management is currently evaluating the impact of this ASU on the Company's consolidated financial statements.

In March 2016, FASB issued ASU 2016-09, Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The amendments in ASU 2016-09 simplifies several aspects of the accounting for share-based payment award transactions, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The amendments are effective for public companies for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for any interim or annual period. Management is currently evaluating the impact of this ASU on the Company's consolidated financial statements.

Reclassifications

Certain reclassifications of prior period amounts have been made to conform to current classifications. The Company identified an error related to prior year classifications of the amortization of deferred loan costs in the Consolidated Statements of Income. The amortization amounts were included as components of "Salaries and Employee Benefits" and "Other Expenses", instead of a component of "Interest and Fees on Loans". Management evaluated the materiality of the error from qualitative and quantitative perspectives and concluded that the error was immaterial to the prior period financial statements taken as a whole. Consequently, the Consolidated Statement of Income contained in this Report has been revised for the three months ended March 31, 2015. This change resulted in a decrease of $364,000 in "Interest and Fees and Loans" offset by decreases of $241,000 in "Salaries and employee benefits" and $123,000 in "Other expenses" for the three months ended March 31, 2015. This change did not affect net income, the balance sheet, cash flows or shareholders' equity for any period.

2. LOANS

The composition of the Company's loan portfolio, by loan class, is as follows:

($ in thousands)	March 31, 2016	December 31, 2015
Commercial	$130,414	$136,095
Commercial Real Estate	316,950	292,316
Agriculture	77,185	84,813
Residential Mortgage	41,412	43,375
Residential Construction	16,760	12,110
Consumer	43,386	45,386
	626,107	614,095
Allowance for loan losses	(9,607)	(9,251)
Net deferred origination fees and costs	1,034	1,009
Loans, net	$617,534	$605,853

The Company manages asset quality and credit risk by maintaining diversification in its loan portfolio and through review processes that include analysis of credit requests and ongoing examination of outstanding loans and delinquencies, with particular attention to portfolio dynamics and loan mix. The Company strives to identify loans experiencing difficulty early enough to correct the problems, to record charge-offs promptly based on realistic assessments of collectability and current collateral values and to maintain an adequate allowance for loan losses at all times. Asset quality reviews of loans and other non-performing assets are administered using credit risk rating standards and criteria similar to those employed by state and federal banking regulatory agencies.

Commercial loans, whether secured or unsecured, generally are made to support the short-term operations and other needs of small businesses. These loans are generally secured by the receivables, equipment, and real property of the business and are susceptible to the related risks described above. Problem commercial loans are generally identified by periodic review of financial information that may include financial statements, tax returns, and payment history of the borrower. Based on this information, the Company may decide to take any of several courses of action including demand for repayment, requiring the borrower to provide a significant principal payment and/or additional collateral or requiring similar support from guarantors. Notwithstanding, when repayment becomes unlikely based on the borrower's income and cash flow, repossession or foreclosure of the underlying collateral may become necessary. Collateral values may be determined by appraisals obtained through Bank-approved, licensed appraisers, qualified independent third parties, purchase invoices, or other appropriate means.

Commercial real estate loans generally fall into two categories, owner-occupied and non-owner occupied. Loans secured by owner-occupied real estate are primarily susceptible to changes in the market conditions of the related business. This may be driven by, among other things, industry changes, geographic business changes, changes in the individual financial capacity of the business owner, general economic conditions and changes in business cycles. These same risks apply to commercial loans whether secured by equipment, receivables or other personal property or unsecured. Losses on loans secured by owner-occupied real estate, equipment, or other personal property generally are dictated by the value of underlying collateral at the time of default and liquidation of the collateral. When default is driven by issues related specifically to the business owner, collateral values tend to provide better repayment support and may result in little or no loss. Alternatively, when default is driven by more general economic conditions, underlying collateral generally has devalued more and results in larger losses due to default. Loans secured by non-owner occupied real estate are primarily susceptible to risks associated with swings in occupancy or vacancy and related shifts in lease rates, rental rates or room rates. Most often, these shifts are a result of changes in general economic or market conditions or overbuilding and resulting over-supply of space. Losses are dependent on the value of underlying collateral at the time of default. Values are generally driven by these same factors and influenced by interest rates and required rates of return as well as changes in occupancy costs. Collateral values may be determined by appraisals obtained through Bank-approved, licensed appraisers, qualified independent third parties, sales invoices, or other appropriate means.

Agricultural loans, whether secured or unsecured, generally are made to producers and processors of crops and livestock. Repayment is primarily from the sale of an agricultural product or payments for services. Agricultural loans are generally secured by inventory, receivables, equipment, and real property. Agricultural loans are susceptible to changes in market demand for specific commodities. This may be exacerbated by, among other things, industry changes, changes in the individual financial capacity of the business owner, general economic conditions and changes in business cycles, as well as adverse weather conditions, including drought conditions such as those affecting California. Problem agricultural loans are generally identified by periodic review of financial information that may include financial statements, tax returns, crop budgets, payment history, and crop inspections. Based on this information, the Company may decide to take any of several courses of action including demand for repayment, requiring the borrower to provide a significant principal payment and/or additional collateral or requiring similar support from guarantors. Notwithstanding, when repayment becomes unlikely based on the borrower's income and cash flow, repossession or foreclosure of the underlying collateral may become necessary.

Residential mortgage loans, which are secured by real estate, are primarily susceptible to four risks: non-payment due to diminished or lost income; over-extension of credit; a lack of borrower's cash flow to sustain payments; and shortfalls in collateral value. In general, non-payment is usually due to loss of employment and follows general economic trends in the economy, particularly the upward movement in the unemployment rate, loss of collateral value, and demand shifts.

Residential construction loans, whether owner-occupied or non-owner occupied residential development loans, are not only susceptible to the related risks described above but the added risks of construction, including cost over-runs, mismanagement of the project, or lack of demand and market changes experienced at time of completion. Losses are primarily related to underlying collateral value and changes therein as described above. Problem construction loans are generally identified by periodic review of financial information that may include financial statements, tax returns and payment history of the borrower. Based on this information, the Company may decide to take any of several courses of action, including demand for repayment, requiring the borrower to provide a significant principal payment and/or additional collateral or requiring similar support from guarantors, or repossession or foreclosure of the underlying collateral. Collateral values may be determined by appraisals obtained through Bank-approved, licensed appraisers, qualified independent third parties, purchase invoices, or other appropriate means.

Consumer loans, whether unsecured or secured, are primarily susceptible to four risks: non-payment due to diminished or lost income; over-extension of credit; a lack of borrower's cash flow to sustain payments; and shortfall in the collateral value. In general, non-payment is usually due to loss of employment and will follow general economic trends in the economy, particularly upward movements in the unemployment rate, loss of collateral value, and demand shifts.

As of March 31, 2016, approximately 50% in principal amount of the Company's loans were secured by commercial real estate, consisting primarily of loans secured by commercial properties and construction and land development loans. Approximately 7% in principal amount of the Company's loans were residential mortgage loans. Approximately 3% in principal amount of the Company's loans were residential construction loans. Approximately 12% in principal amount of the Company's loans were for agriculture and 21% in principal amount of the Company's loans were for general commercial uses including professional, retail and small businesses. Approximately 7% in principal amount of the Company's loans were consumer loans.

Once a loan becomes delinquent and repayment becomes questionable, a Company collection officer will address collateral shortfalls with the borrower and attempt to obtain additional collateral or a principal payment. If this is not forthcoming and payment in full is unlikely, the Company will consider the loan to be collateral dependent and will estimate its probable loss, using a recent valuation as appropriate to the underlying collateral less estimated costs of sale, and charge-off the loan down to the estimated net realizable amount. Depending on the length of time until final collection, the Company may periodically revalue the underlying collateral and take additional charge-offs as warranted. Revaluations may occur as often as every 3-12 months depending on the underlying collateral and volatility of values. Final charge-offs or recoveries are taken when collateral is liquidated and actual loss is known. Unpaid balances on loans after or during collection and liquidation may also be pursued through legal action and attachment of wages or judgment liens on the borrower's other assets.

At March 31, 2016 and December 31, 2015, all loans were pledged under a blanket collateral lien to secure actual and potential borrowings from the Federal Home Loan Bank ("FHLB") and the Federal Reserve Bank.

Non-accrual and Past Due Loans

The Company's non-accrual loans by loan class, as of March 31, 2016 and December 31, 2015, were as follows:

($ in thousands)	March 31, 2016	December 31, 2015
Commercial	$275	$ 112
Commercial Real Estate	600	964
Agriculture	—	—
Residential Mortgage	1,083	1,092
Residential Construction	—	—
Consumer	70	560
	$2,028	$ 2,728

Non-accrual loans amounted to $2,028,000 at March 31, 2016 and were comprised of five commercial loans totaling $275,000, two commercial real estate loans totaling $600,000, four residential mortgage loans totaling $1,083,000 and two consumer loans totaling $70,000. Non-accrual loans amounted to $2,728,000 at December 31, 2015 and were comprised of four residential mortgage loans totaling $1,092,000, four commercial real estate loans totaling $964,000, four commercial loans totaling $112,000, and four consumer loans totaling $560,000. It is generally the Company's policy to charge-off the portion of any non-accrual loan that the Company does not expect to collect by writing the loan down to the estimated net realizable value of the underlying collateral.

An age analysis of past due loans, segregated by loan class, as of March 31, 2016 and December 31, 2015 is as follows:

($ in thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days or more Past Due	Total Past Due	Current	Total Loans
March 31, 2016						
Commercial	$108	$166	$57	$331	$130,083	$130,414
Commercial Real Estate	493	5,426	—	5,919	311,031	316,950
Agriculture	—	—	—	—	77,185	77,185
Residential Mortgage	117	—	—	117	41,295	41,412
Residential Construction	—	—	—	—	16,760	16,760
Consumer	—	—	12	12	43,374	43,386
Total	$718	$5,592	$69	$6,379	$619,728	$626,107
December 31, 2015						
Commercial	$218	$—	$57	$275	$135,820	$136,095
Commercial Real Estate	130	—	232	362	291,954	292,316
Agriculture	—	—	—	—	84,813	84,813
Residential Mortgage	—	—	—	—	43,375	43,375
Residential Construction	—	—	—	—	12,110	12,110
Consumer	19	5	429	453	44,933	45,386
Total	$367	$5	$718	$1,090	$613,005	$614,095

The Company had no loans that were 90 days or more past due and still accruing at March 31, 2016 and one loan totaling $2,000 that was 90 days or more past due and still accruing at December 31, 2015. Included in the aging loan category labeled "current" are non-accrual loans that were not delinquent with respect to contractual principal and interest payments as of March 31, 2016 and December 31, 2015. These loans are categorized as non-accrual loans and are not accruing interest as of March 31, 2016 and December 31, 2015. Non-accrual loans outstanding at March 31, 2016 and December 31, 2015 are disclosed in the table above.

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement, including scheduled interest payments. Loans considered for impairment include non-accrual loans, troubled debt restructurings and loans with a risk rating of 6 (substandard) or worse. Once identified, impaired loans are measured individually for impairment using one of three methods: present value of expected cash flows discounted at the loan's effective interest rate; the loan's observable market price; and the fair value of collateral if the loan is collateral dependent. In general, any portion of the recorded investment in a collateral dependent loan in excess of the fair value of the collateral that can be identified as uncollectible, and is, therefore, deemed a confirmed loss, is promptly charged-off against the allowance for loan losses.

Impaired loans, segregated by loan class, as of March 31, 2016 and December 31, 2015 were as follows:

($ in thousands)	Unpaid Contractual Principal Balance	Recorded Investment with no Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
March 31, 2016					
Commercial	$ 1,076	$ 82	$ 980	$ 1,062	$ 188
Commercial Real Estate	925	600	291	891	41
Agriculture	—	—	—	—	—
Residential Mortgage	3,939	1,083	2,461	3,544	607
Residential Construction	996	206	791	997	114
Consumer	1,008	154	550	704	33
Total	$ 7,944	$ 2,125	$ 5,073	$ 7,198	$ 983
December 31, 2015					
Commercial	$ 933	$ 97	$ 821	$ 918	$ 43
Commercial Real Estate	1,292	964	294	1,258	42
Agriculture	—	—	—	—	—
Residential Mortgage	3,968	1,092	2,484	3,576	615
Residential Construction	1,005	—	1,005	1,005	119
Consumer	1,625	631	690	1,321	33
Total	$ 8,823	$ 2,784	$ 5,294	$ 8,078	$ 852

The average recorded investment in impaired loans and the amount of interest income recognized on impaired loans during the three months ended March 31, 2016 and March 31, 2015 was as follows:

($ in thousands)	Three Months Ended March 31, 2016		Three Months Ended March 31, 2015	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Commercial	$990	$ 12	$2,628	$ 8
Commercial Real Estate	1,075	4	968	4
Agriculture	—	—	—	—
Residential Mortgage	3,560	24	4,621	31
Residential Construction	1,001	11	891	9
Consumer	1,013	45	1,494	11

Total	$7,639	$ 96	$10,602	$ 63

12

Troubled Debt Restructurings

The Company's loan portfolio includes certain loans that have been modified in a Troubled Debt Restructuring ("TDR"), which are loans on which concessions in terms have been granted because of the borrowers' financial difficulties and, as a result, the Company receives less than the current market based compensation for the loan. These concessions may include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance, or other actions. Certain TDRs are placed on non-accrual status at the time of restructure and may only be returned to accruing status after considering the borrower's sustained repayment performance for a reasonable period, generally six months.

When a loan is modified, it is measured based upon the present value of future cash flows discounted at the contractual interest rate of the original loan agreement, or the fair value of collateral less selling costs if the loan is collateral dependent. If the value of the modified loan is less than the recorded investment in the loan, impairment is recognized through a specific allowance or a charge-off of the loan.

The Company had $5,398,000 and $5,414,000 in TDR loans as of March 31, 2016 and December 31, 2015, respectively. Specific reserves for TDR loans totaled $983,000 and $852,000 as of March 31, 2016 and December 31, 2015, respectively. TDR loans performing in compliance with modified terms totaled $5,170,000 and $5,350,000 as of March 31, 2016 and December 31, 2015, respectively. There were no commitments to advance more funds on existing TDR loans as of March 31, 2016.

Loans modified as TDRs during the three months ended March 31, 2016 and March 31, 2015, were as follows:

($ in thousands)	Three Months Ended March 31, 2016		
	Number of Contracts	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Commercial	1	180	180
Total	1	$ 180	$ 180

($ in thousands)	Three Months Ended March 31, 2015		
	Number of Contracts	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Consumer	1	109	109
Total	1	$ 109	$ 109

The loan modifications generally involved reductions in the interest rate, payment extensions, forgiveness of principal, and forbearance. There were no loans modified as a TDR within the previous 12 months and for which there was a payment default during the three-month periods ended March 31, 2016 and March 31, 2015.

Credit Quality Indicators

All loans are rated using the credit risk ratings and criteria adopted by the Company. Risk ratings are adjusted as future circumstances warrant. All credits risk rated 1, 2, 3 or 4 equate to a Pass as indicated by Federal and State regulatory agencies; a 5 equates to a Special Mention; a 6 equates to Substandard; a 7 equates to Doubtful; and an 8 equates to a Loss. For the definitions of each risk rating, see Note 4 to our condensed consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

The following table presents the risk ratings by loan class as of March 31, 2016 and December 31, 2015:

($ in thousands)	Pass	Special Mention	Substandard	Doubtful	Loss	Total
March 31, 2016						
Commercial	$120,371	$7,595	$ 2,448	$ —	$ —	$130,414
Commercial Real Estate	292,519	9,762	14,669	—	—	316,950
Agriculture	75,409	1,059	717	—	—	77,185
Residential Mortgage	38,370	1,826	1,216	—	—	41,412
Residential Construction	16,162	449	149	—	—	16,760
Consumer	41,601	842	943	—	—	43,386
Total	$584,432	$21,533	$ 20,142	$ —	$ —	$626,107
December 31, 2015						
Commercial	$125,562	$6,842	$ 3,691	$ —	$ —	$136,095
Commercial Real Estate	268,707	8,301	15,308	—	—	292,316
Agriculture	84,813	—	—	—	—	84,813
Residential Mortgage	40,231	1,847	1,297	—	—	43,375
Residential Construction	11,593	452	65	—	—	12,110
Consumer	42,990	1,025	1,371	—	—	45,386
Total	$573,896	$18,467	$ 21,732	$ —	$ —	$614,095

Allowance for Loan Losses

The following tables detail activity in the allowance for loan losses by loan class for the three months ended March 31, 2016 and March 31, 2015:

Three months ended March 31, 2016

($ in thousands)	Commercial	Commercial Real Estate	Agriculture	Residential Mortgage	Residential Construction	Consumer	Unallocated	Total
Balance as of December 31, 2015	$ 3,097	$ 3,343	$ 1,060	$ 739	$ 334	$ 641	$ 37	$9,251
Provision for (reversal of) loan losses	(35)	308	(95)	(38)	66	(53)	297	450
Charge-offs	(100)	(15)	—	—	—	(20)	—	(135)
Recoveries	18	—	—	1	1	21	—	41
Net charge-offs	(82)	(15)	—	1	1	1	—	(94)
Balance as of March 31, 2016	$ 2,980	$ 3,636	$ 965	$ 702	$ 401	$ 589	$ 334	$9,607
Period-end amount allocated to:								
Loans individually evaluated for impairment	188	41	—	607	114	33	—	983
Loans collectively evaluated for impairment	2,792	3,595	965	95	287	556	334	8,624
Balance as of March 31, 2016	$ 2,980	$ 3,636	$ 965	$ 702	$ 401	$ 589	$ 334	$9,607

Three months ended March 31, 2015

($ in thousands)	Commercial	Commercial Real Estate	Agriculture	Residential Mortgage	Residential Construction	Consumer	Unallocated	Total
Balance as of December 31, 2014	$ 3,581	$ 1,825	$ 580	$ 1,181	$ 161	$ 886	$ 369	$8,583
Provision for (reversal of) loan losses	(268)	660	66	(134)	33	(8)	1	350
Charge-offs	—	—	—	—	—	(67)	—	(67)
Recoveries	12	—	—	—	1	15	—	28
Net charge-offs	12	—	—	—	1	(52)	—	(39)
Balance as of March 31, 2015	$ 3,325	$ 2,485	$ 646	$ 1,047	$ 195	$ 826	$ 370	$8,894
Period-end amount allocated to:								
Loans individually evaluated for impairment	31	45	—	638	105	31	—	850
Loans collectively evaluated for impairment	3,294	2,440	646	409	90	795	370	8,044
Balance as of March 31, 2015	$ 3,325	$ 2,485	$ 646	$ 1,047	$ 195	$ 826	$ 370	$8,894

The following table details activity in the allowance for loan losses and the amount allocated to loans individually and collectively evaluated for impairment as of and for the period ended December 31, 2015.

Year ended December 31, 2015

($ in thousands)	Commercial	Commercial Real Estate	Agriculture	Residential Mortgage	Residential Construction	Consumer	Unallocated	Total
Balance as of December 31, 2014	$ 3,581	$ 1,825	$ 580	$ 1,181	$ 161	$ 886	$ 369	$ 8,583
Provision for (reversal of) loan losses	(542)	1,507	480	(450)	113	(126)	(332)	650
Charge-offs	(44)	(7)	—	(211)	—	(175)	—	(437)
Recoveries	102	18	—	219	60	56	—	455
Net charge-offs	58	11	—	8	60	(119)	—	18
Ending Balance	3,097	3,343	1,060	739	334	641	37	9,251
Period-end amount allocated to:								
Loans individually evaluated for impairment	43	42	—	615	119	33	—	852
Loans collectively evaluated for impairment	3,054	3,301	1,060	124	215	608	37	8,399
Balance as of December 31, 2015	$ 3,097	$ 3,343	$ 1,060	$ 739	$ 334	$ 641	$ 37	$ 9,251

The Company's investment in loans as of March 31, 2016, March 31, 2015, and December 31, 2015 related to each balance in the allowance for loan losses by loan class and disaggregated on the basis of the Company's impairment methodology was as follows:

($ in thousands)	Commercial	Commercial Real Estate	Agriculture	Residential Mortgage	Residential Construction	Consumer	Total
March 31, 2016							
Loans individually evaluated for impairment	$ 1,062	$ 891	$ —	$ 3,544	$ 997	$ 704	$ 7,198
Loans collectively evaluated for impairment	129,352	316,059	77,185	37,868	15,763	42,682	618,909
Ending Balance	$ 130,414	$ 316,950	$ 77,185	$ 41,412	$ 16,760	$ 43,386	$ 626,107
March 31, 2015							
Loans individually evaluated for impairment	$ 2,578	$ 960	$ —	$ 4,595	$ 885	$ 1,482	$ 10,500
Loans collectively evaluated for impairment	113,355	263,920	54,719	45,101	9,211	47,693	533,999
Ending Balance	$ 115,933	$ 264,880	$ 54,719	$ 49,696	$ 10,096	$ 49,175	$ 544,499
December 31, 2015							
Loans individually evaluated for impairment	$ 918	$ 1,258	$ —	$ 3,576	$ 1,005	$ 1,321	$ 8,078
Loans collectively evaluated for impairment	135,177	291,058	84,813	39,799	11,105	44,065	606,017
Ending Balance	$ 136,095	$ 292,316	$ 84,813	$ 43,375	$ 12,110	$ 45,386	$ 614,095

16

3. MORTGAGE OPERATIONS

Transfers and servicing of financial assets and extinguishments of liabilities are accounted for and reported based on consistent application of a financial-components approach that focuses on control. Transfers of financial assets that are sales are distinguished from transfers that are secured borrowings. Retained interests (mortgage servicing rights) in loans sold are measured by allocating the previous carrying amount of the transferred assets between the loans sold and retained interests, if any, based on their relative fair value at the date of transfer. Fair values are estimated using discounted cash flows based on a current market interest rate.

The Company recognizes a gain and a related asset for the fair value of the rights to service loans for others when loans are sold. The Company sold substantially its entire portfolio of conforming long-term residential mortgage loans originated during the three months ended March 31, 2016 for cash proceeds equal to the fair value of the loans.

The recorded value of mortgage servicing rights is included in other assets on the condensed consolidated balance sheets, and is amortized in proportion to, and over the period of, estimated net servicing revenues. The Company assesses capitalized mortgage servicing rights for impairment based upon the fair value of those rights at each reporting date. For purposes of measuring impairment, the rights are stratified based upon the product type, term and interest rates. Fair value is determined by discounting estimated net future cash flows from mortgage servicing activities using discount rates that approximate current market rates and estimated prepayment rates, among other assumptions. The amount of impairment recognized, if any, is the amount by which the capitalized mortgage servicing rights for a stratum exceeds their fair value. Impairment, if any, is recognized through a valuation allowance for each individual stratum. Changes in the carrying amount of mortgage servicing rights are reported in earnings under other operating income on the condensed consolidated statements of income.

Key assumptions used in measuring the fair value of mortgage servicing rights as of March 31, 2016 and December 31, 2015 were as follows:

	March 31, 2016	December 31, 2015
Constant prepayment rate	11.98%	10.94%
Discount rate	10.03%	10.03%
Weighted average life (years)	5.73	6.17

At March 31, 2016 and December 31, 2015, the Company's mortgage loans held-for-sale totaled $2,711,000 and $351,000 respectively. At March 31, 2016, and December 31, 2015, the Company serviced real estate mortgage loans for others totaling $233,756,000 and $237,224,000, respectively.

The following table summarizes the Company's mortgage servicing rights assets as of March 31, 2016 and December 31, 2015. Mortgage servicing rights are included in Interest Receivable and Other Assets on the condensed consolidated balance sheets:

	(in thousands) December 31, 2015	Additions	Reductions	March 31, 2016
Mortgage servicing rights	$1,862	$ 57	$ (89)	$1,830
Valuation allowance	—	—	—	—
Mortgage servicing rights, net of valuation allowance	$1,862	$ 57	$ (89)	$1,830

At March 31, 2016 and December 31, 2015, the estimated fair market value of the Company's mortgage servicing rights asset was $1,894,000 and $2,041,000, respectively.

The Company received contractually specified servicing fees of $149,000 and $151,000 for the three months ended March 31, 2016 and March 31, 2015, respectively. Contractually specified servicing fees are included in other operating income on the condensed consolidated statements of income, net of the amortization of the mortgage servicing rights asset.

4. OUTSTANDING SHARES AND EARNINGS PER SHARE

On January 28, 2016, the Board of Directors of the Company declared a 4% stock dividend payable as of March 31, 2016. All income per share amounts have been adjusted to give retroactive effect to stock dividends.

Earnings Per Share (EPS)

Basic EPS includes no dilution and is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the respective period. Diluted EPS is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding plus dilutive shares for the quarter. Diluted shares include all common stock equivalents ("in-the-money" stock options, unvested restricted stock, stock units, warrants and rights, convertible bonds and preferred stock), which reflects the potential dilution of securities that could share in the earnings of the Company.

The following table presents a reconciliation of basic and diluted EPS for the three months ended March 31, 2016 and 2015 (dollars in thousands except per share amounts):

	Three months ended March 31,	
	2016	2015
Basic earnings per share:		
Net income	$1,731	$1,517
Preferred stock dividend	$—	$(32)
Net income available to common stockholders	$1,731	$1,485
Weighted average common shares outstanding	10,589,190	10,542,500
Basic EPS	$0.16	$0.14
Diluted earnings per share:		
Net income	$1,731	$1,517
Preferred stock dividend	$—	$(32)
Net income available to common stockholders	$1,731	$1,485
Weighted average common shares outstanding	10,589,190	10,542,500
Effect of dilutive shares	67,134	64,060
Adjusted weighted average common shares outstanding	10,656,324	10,606,560
Diluted EPS	$0.16	$0.14

Stock options which were not included in the computation of diluted earnings per share because they would have had an anti-dilutive effect amounted to 163,010 shares and 190,774 shares for the three months ended March 31, 2016 and March 31, 2015, respectively. Non-vested shares of restricted stock not included in the computation of diluted earnings per share because they would have an anti-dilutive effect amounted to zero shares for the three months ended March 31, 2016 and March 31, 2015.

5. STOCK PLANS

On January 28, 2016, the Board of Directors of the Company declared a 4% stock dividend payable as of March 31, 2016. All stock options and restricted stock outstanding have been adjusted to give retroactive effect to stock dividends.

The following table presents the activity related to stock options for the three months ended March 31, 2016:

	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (in years)
Options outstanding at Beginning of Period	227,364	$ 10.74		
Granted	56,199	$ 7.82		
Expired	(53,611)	$ 18.29		
Cancelled / Forfeited	—	$ —		
Exercised	—	$ —		
Options outstanding at End of Period	229,952	$ 8.26	$ 253,062	6.54
Exercisable (vested) at End of Period	125,112	$ 8.98	$ 214,136	4.32

The weighted average grant date fair value per share of options granted during the three months ended March 31, 2016 was $2.13 per share.

As of March 31, 2016, there was $236,000 of total unrecognized compensation cost related to non-vested stock options. This cost is expected to be recognized over a weighted average period of approximately 3.13 years.

There was $19,000 of recognized compensation cost related to stock options granted for the three months ended March 31, 2016.

A summary of the weighted average assumptions used in valuing stock options during the three months ended March 31, 2016 is presented below:

	Three Months Ended March 31, 2016	
Risk Free Interest Rate	1.23	%
Expected Dividend Yield	0.00	%
Expected Life in Years	5	
Expected Price Volatility	28.41	%

The following table presents the activity related to non-vested restricted stock for the three months ended March 31, 2016:

	Number of Shares	Weighted Average Grant-Date Fair Value	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (in years)
Non-vested Restricted stock outstanding at Beginning of Period	86,376	$ 6.31		
Granted	28,701	$ 7.82		
Cancelled / Forfeited	—	$ —		
Exercised/Released/Vested	(13,180)	$ 4.64		
Non-vested restricted stock outstanding at End of Period	101,897	$ 6.95	$ 786,645	8.57

The weighted average fair value of restricted stock granted during the three months ended March 31, 2016 was $7.82 per share.

As of March 31, 2016, there was $474,000 of total unrecognized compensation cost related to non-vested restricted stock. This cost is expected to be recognized over a weighted average period of approximately 3.05 years.

There was $40,000 of recognized compensation cost related to restricted stock awards for the three months ended March 31, 2016.

The Company has an Employee Stock Purchase Plan ("ESPP"). Under the 2006 Amended ESPP, the Company was authorized to issue to eligible employees shares of common stock. There were 322,385 shares authorized under the 2006 Amended ESPP. The 2006 Amended ESPP was terminated on November 19, 2015. On May 19, 2015, the Company's shareholders approved the 2016 ESPP, which became effective on November 19, 2015. There are 260,000 shares authorized under the 2016 ESPP, which include authorized but unissued shares under the 2006 Amended ESPP. The total number of shares authorized has been adjusted to give retroactive effect to stock dividends and stock splits, including the 4% stock dividend declared on January 28, 2016, payable March 31, 2016 to shareholders of record as of February 29, 2016. The 2016 ESPP will expire on March 16, 2026.

The 2016 ESPP is implemented by participation periods of not more than twenty-seven months each. The Board of Directors determines the commencement date and duration of each participation period. The Board of Directors approved the current participation period of December 10, 2015 to December 9, 2016. An eligible employee is one who has been continually employed for at least 90 days prior to commencement of a participation period. Under the terms of the 2016 ESPP, employees can choose to have up to 10 percent of their compensation withheld to purchase the Company's common stock each participation period. The purchase price of the stock is 85 percent of the lower of the fair value on the last trading day before the date of participation or the fair value on the last trading day during the participation period.

As of March 31, 2016, there was $13,700 of unrecognized compensation cost related to ESPP issuances. This cost is expected to be recognized over a weighted average period of approximately 0.75 years.

There was $4,000 of recognized compensation cost related to ESPP issuances for the three months ended March 31, 2016.

The weighted average fair value at issuance date during the three months ended March 31, 2016 was $1.50.

A summary of the weighted average assumptions used in valuing ESPP issuances during the three months ended March 31, 2016 is presented below:

	Three Months Ended March 31, 2016	
Risk Free Interest Rate	0.71	%
Expected Dividend Yield	0.00	%
Expected Life in Years	1.00	
Expected Price Volatility	9.51	%

20

6. FAIR VALUE MEASUREMENT

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available-for-sale and trading securities are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a non-recurring basis, such as loans held-for-sale, loans held-for-investment and certain other assets. These non-recurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally corresponds with the Company's quarterly valuation process.

Fair Value Hierarchy

The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 Valuation is based upon quoted prices for identical instruments traded in active markets.

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

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models, and similar techniques and include management judgment and estimation which may be significant.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

Investment Securities Available-for-Sale

Investment securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, if available. If quoted market prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions, and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets where valuations include significant unobservable assumptions.

Loans Held-for-Sale

Loans held-for-sale are carried at the lower of cost or fair value. The fair value of loans held-for-sale is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, the Company classifies loans subjected to non-recurring fair value adjustments as Level 2. At March 31, 2016, there were no loans held-for-sale that required a write-down.

Impaired Loans

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 loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, the Company measures impairment. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Inputs include external appraised values, management assumptions regarding market trends or other relevant factors, selling and commission costs ranging from 6% to 7%, and amount and timing of cash flows based upon current discount rates. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans.

At March 31, 2016, certain impaired loans were considered collateral dependent and were evaluated based on the fair value of the underlying collateral securing the loan. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When a loan is evaluated based on the fair value of the underlying collateral securing the loan, the Company records the impaired loan as non-recurring Level 3.

Other Real Estate Owned

Other real estate assets ("OREO") acquired through, or in lieu of, foreclosure are held-for-sale and are initially recorded at the lower of cost or fair value, less selling costs. Any write-downs to fair value at the time of transfer to OREO are charged to the allowance for loan losses. Appraisals or evaluations are then done periodically thereafter charging any additional write-downs or valuation allowances to the appropriate expense accounts. Values are derived from appraisals of underlying collateral and discounted cash flow analysis. OREO is classified within Level 3 of the hierarchy.

Loan Servicing Rights

Loan servicing rights are subject to impairment testing. The Company utilizes a third party service provider to calculate the fair value of the Company's loan servicing rights. Loan servicing rights are measured at fair value as of the date of sale. The Company uses quoted market prices when available. Subsequent fair value measurements are determined using a discounted cash flow model. In order to determine the fair value of the loan servicing rights, the present value of expected future cash flows is estimated. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income.

The model used to calculate the fair value of the Company's loan servicing rights is periodically validated by an independent external model validation group. The model assumptions and the loan servicing rights fair value estimates are also compared to observable trades of similar portfolios as well as to loan servicing rights broker valuations and industry surveys, as available. If the valuation model reflects a value less than the carrying value, loan servicing rights are adjusted to fair value through a valuation allowance as determined by the model. As such, the Company classifies loan servicing rights subjected to non-recurring fair value adjustments as Level 3.

Assets Recorded at Fair Value on a Recurring Basis

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis as of March 31, 2016:

	(in thousands)			
March 31, 2016	Total	Level 1	Level 2	Level 3
U.S. Treasury securities	$26,376	$26,376	$—	$ —
Securities of U.S. government agencies and corporations	46,737	—	46,737	—
Obligations of states and political subdivisions	24,879	—	24,879	—
Collateralized mortgage obligations	13,280	—	13,280	—
Mortgage-backed securities	114,440	—	114,440	—
Total investments at fair value	$225,712	$26,376	$199,336	$ —

There were no transfers of assets measured at fair value on a recurring basis between level 1 and level 2 of the fair value hierarchy.

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis as of December 31, 2015:

	(in thousands)			
December 31, 2015	Total	Level 1	Level 2	Level 3
U.S. Treasury securities	$20,186	$20,186	$—	$ —
Securities of U.S. government agencies and corporations	33,997	—	33,997	—
Obligations of states and political subdivisions	25,709	—	25,709	—
Collateralized mortgage obligations	10,932	—	10,932	—
Mortgage-backed securities	92,527	—	92,527	—
Total investments at fair value	$183,351	$20,186	$163,165	$ —

Assets Recorded at Fair Value on a Non-Recurring Basis

No assets were measured at fair value on a non-recurring basis at March 31, 2016.

Assets measured at fair value on a non-recurring basis are included in the table below by level within the fair value hierarchy as of December 31, 2015:

	(in thousands)			
December 31, 2015	Total	Level 1	Level 2	Level 3
Impaired loans	$841	$ —	$ —	$841
Total assets at fair value	$841	$ —	$ —	$841

There were no liabilities measured at fair value on a recurring or non-recurring basis at December 31, 2015.

Key methods and assumptions used in measuring the fair value of impaired loans and other real estate owned as of December 31, 2015 were as follows:

	Method	Assumption Inputs
Impaired loans	Collateral, market, income, enterprise, liquidation and discounted Cash Flows	External appraised values, management assumptions regarding market trends or other relevant factors; selling costs ranging 6% to 7%.

7. PREFERRED STOCK

On September 15, 2011, the Company issued to the U.S. Treasury under the United States Department of Treasury Small Business Lending Fund (SBLF) 22,847 shares of the Company's Non-Cumulative Perpetual Preferred Stock, Series A (SBLF Shares), having a liquidation preference per share equal to $1,000, for an aggregate purchase price of $22,847,000.

On September 15, 2011, the Company redeemed from the U.S. Treasury, using the partial proceeds from the issuance of the SBLF Shares, all 17,390 outstanding shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series A, liquidation amount $1,000 per share, for a redemption price of $17,390,000, plus accrued but unpaid dividends at the date of redemption.

On February 8, 2013, the Company redeemed $10,000,000 of the $22,847,000 in SBLF shares it issued to the U.S. Treasury.

On October 26, 2015, the Company redeemed the remaining $12,847,000 in SBLF shares it issued to the U.S. Treasury.

8. FAIR VALUES OF FINANCIAL INSTRUMENTS

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

Cash and Cash Equivalents

The carrying amounts reported in the condensed consolidated balance sheets for cash and short-term instruments are a reasonable estimate of fair value. The carrying amount is a reasonable estimate of fair value because of the relatively short term between the origination of the instrument and its expected realization. Therefore, the Company believes the measurement of fair value of cash and cash equivalents is derived from Level 1 inputs.

Certificates of Deposit

The Company measures the fair value of Certificates of deposit using level 2 inputs. The fair values of Certificates of deposit were derived by discounting their future expected cash flows back to their present values based upon a constant maturity curve. The constant maturity curve is based on similar instruments, taking into account factors such as instrument type, coupon type, currency, issuer, sector, country of issuer, credit rating, and prevailing market conditions. The Company believes these inputs fall under Level 2 of the fair value hierarchy.

Other Equity Securities

The carrying amounts reported in the condensed consolidated balance sheets approximate fair value as the shares can only be redeemed by the issuing institution. The Company believes the measurement of the fair value of other equity securities is derived from Level 2 inputs.

Loans Receivable

For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values for other loans (e.g., commercial real estate and rental property mortgage loans, commercial and industrial loans, and agricultural loans) are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The allowance for loan losses is considered to be a reasonable estimate of loan discount due to credit risks. Given that there are loans with specific terms that are not readily available, the Company believes the fair value of loans receivable is derived from Level 3 inputs.

Loans Held-for-Sale

For loans held for sale, the fair value is based on what secondary markets are currently offering for portfolios with similar characteristics. See Note 6, Fair Value Measurement in these Notes to Condensed Consolidated Financial Statements.

Mortgage Servicing Rights

The Company measures fair value of mortgage servicing rights using Level 2 and Level 3 inputs. The Company uses quoted market prices when available. Subsequent fair value measurements are determined using a discounted cash flow model. In order to determine the fair value of the MSR, the present value of expected future cash flows is estimated. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income. This model is periodically validated by an independent external model validation group. The model assumptions and the MSR fair value estimates are also compared to observable trades of similar portfolios as well as to MSR broker valuations and industry surveys, as available.

Interest Receivable and Payable

The carrying amount of interest receivable and payable approximates its fair value. The Company believes the measurement of the fair value of interest receivable and payable is derived from Level 2 inputs.

Deposit Liabilities

The Company measures fair value of deposits using Level 2 and Level 3 inputs. The fair value of deposits were derived by discounting their expected future cash flows back to their present values based on the FHLB yield curve, and their expected decay rates for non maturing deposits. The Company is able to obtain FHLB yield curve rates as of the measurement date, and believes these inputs fall under Level 2 of the fair value hierarchy. Decay rates were developed through internal analysis, and are supported by recent years of the Bank's transaction history. The inputs used by the Company to derive the decay rate assumptions are unobservable inputs, and therefore fall under Level 3 of the fair value hierarchy.

Limitations

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on-and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Other significant assets and liabilities that are not considered financial assets or liabilities include deferred tax liabilities and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in many of the estimates.

The estimated fair values of the Company's financial instruments for the periods ended March 31, 2016 and December 31, 2015 are approximately as follows:

		March 31, 2016		December 31, 2015	
	Level	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets:					
Cash and cash equivalents	1	$156,277	$156,277	$200,797	$200,797
Certificates of deposit	2	16,649	16,678	16,649	16,635
Other equity securities	2	3,934	3,934	3,934	3,934
Loans receivable:					
Net loans	3	617,534	614,345	605,853	604,240
Loans held-for-sale	2	2,711	2,786	351	363
Interest receivable	2	3,312	3,312	3,127	3,127
Mortgage servicing rights	3	1,830	1,894	1,862	2,041
Financial liabilities:					
Deposits	3	958,936	917,843	948,114	902,872
Interest payable	2	86	86	73	73

9. INVESTMENT SECURITIES

The amortized cost, unrealized gains and losses and estimated fair values of investments in debt and other securities at March 31, 2016 are summarized as follows:

(in thousands)	Amortized cost	Unrealized gains	Unrealized losses	Estimated fair value
Investment securities available-for-sale:				
U.S. Treasury securities	$ 26,310	$ 66	$ —	$ 26,376
Securities of U.S. government agencies and corporations	46,655	84	(2)	46,737
Obligations of states and political subdivisions	24,273	616	(10)	24,879
Collateralized mortgage obligations	13,200	83	(3)	13,280
Mortgage-backed securities	113,937	696	(193)	114,440
Total debt securities	$ 224,375	$ 1,545	$ (208)	$ 225,712

The amortized cost, unrealized gains and losses and estimated fair values of investments in debt and other securities at December 31, 2015 are summarized as follows:

(in thousands)	Amortized cost	Unrealized gains	Unrealized losses	Estimated fair value
Investment securities available-for-sale:				
U.S. Treasury securities	$ 20,240	$ 5	$ (59)	$ 20,186
Securities of U.S. government agencies and corporations	34,079	6	(88)	33,997
Obligations of states and political subdivisions	25,323	436	(50)	25,709
Collateralized mortgage obligations	10,994	7	(69)	10,932
Mortgage-backed securities	92,465	546	(484)	92,527
Total debt securities	$ 183,101	$ 1,000	$ (750)	$ 183,351

The Company had $3,978,000 and $0 proceeds from calls of available-for-sale securities for the three months ended March 31, 2016 and March 31, 2015, respectively. There were $14,000 and $0 gross realized gains from calls of available-for-sale securities for the three months ended March 31, 2016 and March 31, 2015, respectively. There were no gross realized losses from sales and calls of available-for-sale securities for the three months ended March 31, 2016 and March 31, 2015.

The amortized cost and estimated market value of debt and other securities at March 31, 2016, by contractual and expected maturity, are shown in the following table:

(in thousands)	Amortized cost	Estimated fair value
Due in one year or less	$ 36,527	$ 36,567
Due after one year through five years	177,246	178,085
Due after five years through ten years	9,379	9,754
Due after ten years	1,223	1,306
	$ 224,375	$ 225,712

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities due after one year through five years included mortgage-backed securities and collateralized mortgage obligations with expected maturities totaling

$125,877,000. The maturities on these securities were based on the average lives of the securities.

An analysis of gross unrealized losses of the available-for-sale investment securities portfolio as of March 31, 2016, follows:

(in thousands)	Less than 12 months Fair Value	Less than 12 months Unrealized losses	12 months or more Fair Value	12 months or more Unrealized losses	Total Fair Value	Total Unrealized losses
Securities of U.S. government agencies and corporations	$5,097	$ (2)	$—	$ —	$5,097	$ (2)
Obligations of states and political subdivisions	4,102	(10)	—	—	4,102	(10)
Collateralized Mortgage obligations	1,430	(3)	—	—	1,430	(3)
Mortgage-backed securities	23,666	(98)	9,036	(95)	32,702	(193)
Total	$34,295	$ (113)	$9,036	$ (95)	$43,331	$ (208)

No decline in value was considered "other-than-temporary" during 2016. Thirty one securities, all considered investment grade, which had a fair value of $34,295,000 and a total unrealized loss of $113,000 have been in an unrealized loss position for less than twelve months as of March 31, 2016. Twelve securities, all considered investment grade, which had a fair value of $9,036,000 and a total unrealized loss of $95,000 have been in an unrealized loss position for more than twelve months as of March 31, 2016. The declines in fair value were attributable to changes in interest rates. We have evaluated the credit ratings of our investment securities and their issuer and/or insurers, and based on this evaluation have determined that no investment security in our investment portfolio is other-than-temporarily impaired. As the Company does not intend to sell these securities and it is not more likely than not that the Company will be required to sell these securities prior to their anticipated recovery, these investments are not considered other-than-temporarily impaired.

An analysis of gross unrealized losses of the available-for-sale investment securities portfolio as of December 31, 2015, follows:

(in thousands)	Less than 12 months Fair Value	Less than 12 months Unrealized losses	12 months or more Fair Value	12 months or more Unrealized losses	Total Fair Value	Total Unrealized losses
U.S. Treasury securities	$15,014	$ (59)	$—	$ —	$15,014	$ (59)
Securities of U.S. government agencies and corporations	7,005	(32)	4,047	(56)	11,052	(88)
Obligations of states and political subdivisions	7,107	(50)	—	—	7,107	(50)
Collateralized Mortgage obligations	9,982	(69)	—	—	9,982	(69)
Mortgaged-backed securities	44,933	(372)	5,838	(112)	50,771	(484)
Total	$84,041	$ (582)	$9,885	$ (168)	$93,926	$ (750)

Investment securities carried at $33,468,000 and $30,832,000 at March 31, 2016 and December 31, 2015, respectively, were pledged to secure public deposits or for other purposes as required or permitted by law.

10. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table details activity in accumulated other comprehensive income (loss) for the three months ended March 31, 2016:

($ in thousands)	Unrealized Gains on Securities	Officers' retirement plan	Directors' retirement plan	Accumulated Other Comprehensive Income/(loss)
Balance as of December 31, 2015	$ 150	$ (662)	$ 17	$ (495)
Current period other comprehensive income	652	—	-	652
Balance as of March 31, 2016	$ 802	$ (662)	$ 17	$ 157

The following table details activity in accumulated other comprehensive income (loss) for the three months ended March 31, 2015:

($ in thousands)	Unrealized Gains on Securities	Officers' retirement plan	Directors' retirement plan	Accumulated Other Comprehensive Income
Balance as of December 31, 2014	$ 703	$ (678)	$ 41	$ 66
Current period other comprehensive income	375	—	(33)	342
Balance as of March 31, 2015	$ 1,078	$ (678)	$ 8	$ 408

11. FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit in the form of loans or through standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the balance sheet. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Bank's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Financial instruments, whose contract amounts represent credit risk at the indicated periods, were as follows:

(in thousands)	March 31, 2016	December 31, 2015
Undisbursed loan commitments	$213,574	$201,839
Standby letters of credit	2,860	2,807
Commitments to sell loans	950	655
	$217,384	$205,301

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

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank issues both financial and performance standby letters of credit. The financial standby letters of credit are primarily to guarantee payment to third parties. At March 31, 2016 and December 31, 2015, there were no financial standby letters of credit outstanding. The performance standby letters of credit are typically issued to municipalities as specific performance bonds. Performance standby letters of credit totaled $2,860,000 and $2,807,000 at March 31, 2016 and December 31, 2015, respectively. The Bank has experienced no draws on these letters of credit, resulting in no related liability included on their balance sheet, however, should a triggering event occur, the Bank either has collateral in excess of the letter of credit or imbedded agreements of recourse from the customer. The Bank has set aside a reserve for unfunded commitments in the amount of $793,000 at March 31, 2016 and December 31, 2015, which is recorded in "interest payable and other liabilities" on the Condensed Consolidated Balance Sheets.

Commitments to extend credit and standby letters of credit bear similar credit risk characteristics as outstanding loans. As of March 31, 2016 and December 31, 2015, the Company had no off-balance sheet derivatives requiring additional disclosure.

Mortgage loans sold to investors may be sold with servicing rights retained, for which the Company makes only standard legal representations and warranties as to meeting certain underwriting and collateral documentation standards. In the past two years, the number of loans the Company has had to repurchase due to deficiencies in underwriting or loan documentation is not significant. Management believes that any liabilities that may result from such recourse provisions are not significant.

FIRST NORTHERN COMMUNITY BANCORP

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

FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements, which may include forecasts of our financial results and condition, expectations for our operations and business, and our assumptions for those forecasts and expectations. Do not rely unduly on forward-looking statements. Actual results might differ significantly compared to our forecasts and expectations. See Part I, Item 1A. "Risk Factors," and the other risks described in our 2015 Annual Report on Form 10-K and Part II, Item 1A. "Risk Factors" in our Quarterly Reports on Form 10-Q for factors to be considered when reading any forward-looking statements in this filing.

This report and other reports or statements which we may release includes forward-looking statements, which are subject to the "safe harbor" created by section 27A of the Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934, as amended. We may make forward-looking statements in our Securities and Exchange Commission (SEC) filings, press releases, news articles and when we are speaking on behalf of the Company. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. Often, they include the words "believe," "expect," "target," "anticipate," "intend," "plan," "seek," "strive," "estimate," "potential," "project," or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could," "might," or "may." These forward-looking statements are intended to provide investors with additional information with which they may assess our future potential. All of these forward-looking statements are based on assumptions about an uncertain future and are based on information available to us at the date of these statements. We do not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date any forward-looking statements are made.

In this document and in other SEC filings or other public statements, for example, we make forward-looking statements relating to the following topics, among others:

Our business objectives, strategies and initiatives, our organizational structure, the growth of our business and our competitive position and prospects, and the affect of competition on our business and strategies

Our assessment of significant factors and developments that have affected or may affect our results

Pending and recent legal and regulatory actions, and future legislative and regulatory developments, including the effects of the Dodd-Frank Wall Street Reform and Protection Act (the "Dodd-Frank Act") and other legislation and governmental measures introduced in response to the financial crises affecting the banking system, financial markets and the U.S. economy

Regulatory and compliance controls, processes and requirements and their impact on our business

The costs and effects of legal or regulatory actions

Expectations regarding draws on performance letters of credit

Our regulatory capital requirements, including the capital rules adopted in the past several years by the U.S. federal banking agencies

Expectations regarding our non-payment of a cash dividend on our common stock in the foreseeable future

Credit quality and provision for credit losses and management of asset quality and credit risk

Our allowances for credit losses, including the conditions we consider in determining the unallocated allowance and our portfolio credit quality, underwriting standards, and risk grading

Our assessment of economic conditions and trends and credit cycles and their impact on our business

The seasonal nature of our business

The impact of changes in interest rates and our strategy to manage our interest rate risk profile and the possible effect of increases in residential mortgage interest rates on new originations and refinancing of existing residential mortgage loans.

Loan portfolio composition and risk grade trends, expected charge-offs, portfolio credit quality, our strategy regarding troubled debt restructurings ("TDRs"), delinquency rates and our underwriting standards

Our deposit base including renewal of time deposits

The impact on our net interest income and net interest margin from the current low-interest rate environment

Expectations regarding an increase or decrease in unrecognized tax benefits

Our pension and retirement plan costs

Our liquidity position

Critical accounting policies and estimates, the impact or anticipated impact of recent accounting pronouncements or changes in accounting principles

Expected rates of return, maturities, loss exposure, growth rates, yields and projected results

The possible impact of the California drought and related governmental responses on economic conditions, especially in the agricultural sector

Maintenance of insurance coverage appropriate for our operations

Threats to the banking sector and our business due to cybersecurity issues and attacks and regulatory expectations related to cybersecurity

Descriptions of assumptions underlying or relating to any of the of the foregoing

Readers of this document should not rely on any forward-looking statements, which reflect only our management's belief as of the date of this report. There are numerous risks and uncertainties that could and will cause actual results to differ materially from those discussed in our forward-looking statements. Many of these factors are beyond our ability to control or predict and could have a material adverse effect on our financial condition and results of operations or prospects. Such risks and uncertainties include, but are not limited to those listed in Item 1A "Risk Factors" of Part II, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Part I of this Form 10-Q and "Supervision and Regulation" of our 2015 Annual Report on Form 10-K, and in our other reports to the SEC.

INTRODUCTION

This overview of Management's Discussion and Analysis highlights selected information in this report and may not contain all of the information that is important to you. For a more complete understanding of trends, events, commitments, uncertainties, liquidity, capital resources and critical accounting estimates, you should carefully read this entire report and any other reports to the Securities and Exchange Commission ("SEC"), together with our Consolidated Financial Statements and the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Our subsidiary, First Northern Bank of Dixon (the "Bank"), is a California state-chartered bank that derives most of its revenues from lending and deposit taking in the Sacramento Valley region of Northern California. Interest rates, business conditions and customer confidence all affect our ability to generate revenues. In addition, the regulatory and compliance environment and competition can present challenges to our ability to generate those revenues.

Significant results and developments during the first quarter and year-to-date 2016 include:

Net income of $1.7 million for the three months ended March 31, 2016, up 13.3% from $1.5 million earned for the same period last year.

Net income available to common shareholders of $1.7 million for the three months ended March 31, 2016, up 13.3% from $1.5 million for the same period last year.

Basic and diluted earnings per share for the three months ended March 31, 2016 was $0.16, up 14.3% from basic and diluted earnings per share of $0.14 in the same period last year.

Net interest income increased in the three months ended March 31, 2016 by $1.2 million, or 16.9%, to $8.3 million from $7.1 million in the same period last year. The increase in net interest income was primarily attributable to an increase in interest income on loans, investment securities, and interest bearing due from banks. The increase in interest income on loans was due to an increase in average loans and an increase in interest yield. The increase in interest income on investment securities was primarily due to an increase in average balance, which was partially offset by a decrease in interest yield. The increase in interest income on interest bearing due from banks was primarily due to an increase in interest yield, which was partially offset by a decrease in average balance.

- Net interest margin increased from 3.08% for the three months ended March 31, 2015 to 3.34% for the same period ended March 31, 2016.

Provision for loan losses of $0.5 million for the three months ended March 31, 2016 compared to a provision for loan losses of $0.4 million for the same period in 2015.

Total assets at March 31, 2016 were $1.056 billion, an increase of $11.4 million, or 1.1%, compared to total assets at December 31, 2015.

Total net loans at March 31, 2016 (including loans held-for-sale) increased $14.0 million, or 2.3%, to $620.2 million compared to December 31, 2015.

Total investment securities at March 31, 2016 increased $42.3 million, or 23.1%, to $225.7 million compared to December 31, 2015.

Total deposits of $958.9 million at March 31, 2016, represented an increase of $10.8 million, or 1.1%, compared to December 31, 2015.

32

SUMMARY

The Company recorded net income of $1,731,000 for the three months ended March 31, 2016, representing an increase of $214,000 from net income of $1,517,000 for the same period in 2015.

The following tables present a summary of the results for the three months ended March 31, 2016 and 2015, and a summary of our financial condition at March 31, 2016 and December 31, 2015:

	Three months ended March 31, 2016	Three months ended March 31, 2015
(in thousands except for per share amounts)		
For the Period:		
Net Income	$1,731	$1,517
Net Income Available to Common Shareholders	$1,731	$1,485
Basic Earnings Per Common Share	$0.16	$0.14
Diluted Earnings Per Common Share	$0.16	$0.14

	March 31, 2016	December 31, 2015
(in thousands except for ratios)		
At Period End:		
Total Assets	$1,056,067	$1,044,625
Total Loans, Net (including loans held-for-sale)	$620,245	$606,204
Total Investment Securities	$225,712	$183,351
Total Deposits	$958,936	$948,114
Loan-To-Deposit Ratio	64.7 %	63.9 %

FIRST NORTHERN COMMUNITY BANCORP

Distribution of Average Statements of Condition and Analysis of Net Interest Income
(in thousands, except percentage amounts)

	Three months ended March 31, 2016			Three months ended March 31, 2015		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Assets						
Interest-earning assets:						
Loans (1)	$607,784	$7,382	4.87 %	$536,067	$6,358	4.81 %
Certificates of deposit	16,649	33	0.80 %	12,497	24	0.78 %
Interest bearing due from banks	171,976	236	0.55 %	226,826	132	0.24 %
Investment securities, taxable	185,044	782	1.70 %	147,715	741	2.03 %
Investment securities, non-taxable (2)	12,447	70	2.26 %	6,837	64	3.80 %
Other interest earning assets	3,934	84	8.56 %	3,934	76	7.83 %
Total average interest-earning assets	997,834	8,587	3.45 %	933,876	7,395	3.21 %
Non-interest-earning assets:						
Cash and due from banks	24,334			16,368		
Premises and equipment, net	7,145			7,278		
Other real estate owned	26			222		
Interest receivable and other assets	25,930			25,338		
Total average assets	1,055,269			983,082		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing transaction deposits	264,896	75	0.11 %	229,880	76	0.13 %
Savings and MMDA's	290,716	124	0.17 %	268,920	132	0.20 %
Time, under $250,000	67,251	65	0.39 %	64,853	63	0.39 %
Time, $250,000 and over	20,422	22	0.43 %	20,553	22	0.43 %
Total average interest-bearing liabilities	643,285	286	0.18 %	584,206	293	0.20 %
Non-interest-bearing liabilities:						
Non-interest-bearing demand deposits	315,387			297,601		
Interest payable and other liabilities	9,031			8,077		
Total liabilities	967,703			889,884		
Total average stockholders' equity	87,566			93,198		
Total average liabilities and stockholders' equity	$1,055,269			$983,082		
Net interest income and net interest margin (3)		$8,301	3.34 %		$7,102	3.08 %

(1) Average balances for loans include loans held-for-sale and non-accrual loans and are net of the allowance for loan losses, but non-accrued interest thereon is excluded. Loan interest income includes loan fees of approximately ($92) and ($148) for the three months ended March 31, 2016 and 2015, respectively.
(2) Interest income and yields on tax-exempt securities are not presented on a taxable equivalent basis.
(3) Net interest margin is computed by dividing net interest income by total average interest-earning assets. In the above table, yield /rates are annualized by dividing the number of days in the reported period by 365 days.

CHANGES IN FINANCIAL CONDITION

The assets of the Company set forth in the Unaudited Condensed Consolidated Balance Sheets reflect a $44,520,000 decrease in cash and cash equivalents, a $42,361,000 increase in investment securities available-for-sale, an $11,681,000 increase in net loans held-for-investment and a $2,360,000 increase in loans held-for-sale from December 31, 2015 to March 31, 2016. The decrease in cash and cash equivalents was due to a decrease in interest bearing due from Federal Reserve Bank accounts, which was mainly due to loan growth and the purchase of investment securities. The increase in investment securities available-for-sale was primarily the result of the purchases of U.S. Treasury securities, U.S. government agencies, and mortgage-backed securities. The increase in net loans held-for-investment was primarily due to increased demand for commercial real estate and residential construction loans. The increase in net loans held-for-investment was partially offset by decreases in the following loan categories: commercial, agriculture, residential mortgage and consumer. The increase in loans held-for-sale was due to timing of sales of loans held-for-sale.

The liabilities of the Company set forth in the Unaudited Condensed Consolidated Balance Sheets reflect an increase in total deposits of $10,822,000 from December 31, 2015 to March 31, 2016. The increase in deposits was due to increases in demand accounts, interest-bearing transaction deposits, savings accounts and money market accounts, which were partially offset by decreases in time deposits.

CHANGES IN RESULTS OF OPERATIONS

Interest Income

The Federal Open Market Committee made no changes to the Federal Funds rate during the three months ended March 31, 2016.

Interest income on loans for the three months ended March 31, 2016 was up 16.1% from the same period in 2015, increasing from $6,358,000 to $7,382,000. The increase in interest income on loans for the three months ended March 31, 2016 as compared to the same period a year ago was primarily due to an increase in average loans and a 6 basis point increase in loan yields. The increase in loan yields was primarily due to the origination of new loans and the repricing of existing loans at higher rates.

Interest income on investment securities available-for-sale for the three months ended March 31, 2016 was up 5.8% from the same period in 2015, increasing from $805,000 to $852,000. The increase in interest income on investment securities for the three months ended March 31, 2016 as compared to the same period a year ago was primarily due to an increase in average investment securities, which was partially offset by a 38 basis point decrease in yields on investment securities.

Interest income on interest-bearing due from banks for the three months ended March 31, 2016 was up 72.4% from the same period in 2015, increasing from $156,000 to $269,000. The increase in interest income on interest-bearing due from banks for the three months ended March 31, 2016 as compared to the same period a year ago was due to a 31 basis point increase in interest-bearing due from yields, which was partially offset by a decrease in average interest-bearing due from banks balance.

The Company had no Federal Funds sold balances during the three months ended March 31, 2016 and March 31, 2015.

Interest Expense

Interest expense on deposits for the three months ended March 31, 2016 was down 2.4% from the same period in 2015, decreasing from $293,000 to $286,000. The decrease in interest expense during the three months ended March

31, 2016 was due to a 2 basis point decrease in the Company's average cost of funds, which was partially offset by an increase in average interest-bearing liabilities.

The Company had no FHLB advances or other borrowing balances during the three months ended March 31, 2016 and March 31, 2015.

Provision for Loan Losses

There was a provision for loan losses of $450,000 for the three months ended March 31, 2016 compared to a provision for loan losses of $350,000 for the same period in 2015. The allowance for loan losses was approximately $9,607,000, or 1.53% of total loans, at March 31, 2016 compared to $9,251,000, or 1.51% of total loans, at December 31, 2015. The allowance for loan losses is maintained at a level considered adequate by management to provide for probable loan losses inherent in the loan portfolio.

The increase in the provision for loan losses during the three months in 2016 was primarily due to increased net charge-offs compared to the same period in 2015. Charge-offs on commercial and commercial real estate loans increased, which was partially offset by a decrease in charge-offs on consumer loans.

Provision for Unfunded Lending Commitment Losses

There was no provision for unfunded lending commitment losses for the three months ended March 31, 2016 and March 31, 2015.

The provision for unfunded lending commitment losses is included in non-interest expense in the Condensed Consolidated Statements of Income.

Other Operating Income

Other operating income was down 10.9% for the three months ended March 31, 2016 from the same period in 2015, decreasing from $1,892,000 to $1,685,000.

This decrease was primarily due to decreases in gains on sales of other real estate owned, gains on sales of loans held-for-sale, investment & brokerage income and fiduciary activities income. The decrease in gains on sales of other real estate owned was primarily due to a decrease in the number of other real estate owned sales transactions. The decrease in gains on sales of loans held-for-sale was primarily due to a decrease in the volume of sales. The decrease in investment & brokerage income and fiduciary activities income was primarily due to a decrease in the demand for those services.

Other Operating Expenses

Total other operating expenses were up 7.2% for the three months ended March 31, 2016 from the same period in 2015, increasing from $6,359,000 to $6,819,000.

The increase was primarily due to increases in salaries and employee benefits and other operating expenses, which was partially offset by decreases in data processing. The increase in salaries and employee benefits was primarily due to an increase in regular salaries, contingent compensation, and profit sharing. The increase in other operating expenses was primarily due to increases in legal expenses and accounting & audit fees, which was partially offset by decreases in sundry losses. The decrease in data processing was primarily due to decreases in general data processing costs.

The following table sets forth other miscellaneous operating expenses by category for the three months ended March 31, 2016 and 2015.

	(in thousands) Three months ended March 31, 2016	Three months ended March 31, 2015
Other miscellaneous operating expenses		
FDIC assessments	$155	$155
Contributions	25	22
Legal fees	83	47
Accounting and audit fees	88	73
Consulting fees	151	156
Postage expense	78	90
Telephone expense	37	34
Public relations	65	66

Training expense	37	46
Loan origination expense	38	32
Computer software depreciation	25	16
Sundry losses	31	72
Loan collection expense	20	8
Other miscellaneous expense	454	343
Total other miscellaneous operating expenses	$1,287	$1,160

Income Taxes

The Company's tax rate, the Company's income before taxes and the amount of tax relief provided by non-taxable earnings primarily affect the Company's provision for income taxes.

In the three months ended March 31, 2016, the Company's expense for income taxes increased $218,000 from the same period last year, from $768,000 to $986,000.

The increase in provision for income taxes for the period presented is primarily attributable to the respective level of earnings combined with the interim effective tax rate and the incidence of allowable deductions, in particular non-taxable municipal bond income, tax credits generated from low-income housing investments, solar tax credits, and excludable interest income.

Off-Balance Sheet Commitments

The following table shows the distribution of the Company's undisbursed loan commitments at the dates indicated.

	(in thousands)	
	March 31, 2016	December 31, 2015
Undisbursed loan commitments	$213,574	$201,839
Standby letters of credit	2,860	2,807
Commitments to sell loans	950	655
	$217,384	$205,301

The reserve for unfunded lending commitments amounted to $793,000 at March 31, 2016 and December 31, 2015, respectively. The reserve for unfunded lending commitments is included in other liabilities on the Condensed Consolidated Balance Sheets.

Asset Quality

The Company manages asset quality and credit risk by maintaining diversification in its loan portfolio and through review processes that include analysis of credit requests and ongoing examination of outstanding loans and delinquencies, with particular attention to portfolio dynamics and loan mix. The Company strives to identify loans experiencing difficulty early enough to correct the problems, to record charge-offs promptly based on realistic assessments of collectability and current collateral values and to maintain an adequate allowance for loan losses at all times. Asset quality reviews of loans and other non-performing assets are administered using credit risk rating standards and criteria similar to those employed by state and federal banking regulatory agencies. The federal bank regulatory agencies utilize the following definitions for assets adversely classified for supervisory purposes:

Substandard Assets – A substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful Assets – An asset classified doubtful has all the weaknesses inherent in one classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Other Real Estate Owned and loans rated Substandard and Doubtful are deemed "classified assets". This category, which includes both performing and non-performing assets, receives an elevated level of attention regarding collection.

The following tables summarize the Company's non-accrual loans net of guarantees of the State of California and U.S. Government by loan category at March 31, 2016 and December 31, 2015:

	At March 31, 2016			At December 31, 2015		
	Gross	Guaranteed	Net	Gross	Guaranteed	Net
(dollars in thousands)						
Commercial	$275	$ 57	$218	$112	$ 57	$55
Commercial real estate	600	92	508	964	95	869
Agriculture	—	—	—	—	—	—
Residential mortgage	1,083	—	1,083	1,092	—	1,092
Residential construction	—	—	—	—	—	—
Consumer	70	—	70	560	—	560
Total non-accrual loans	$2,028	$ 149	$1,879	$2,728	$ 152	$2,576

It is generally the Company's policy to discontinue interest accruals once a loan is past due for a period of 90 days as to interest or principal payments. When a loan is placed on non-accrual, interest accruals cease and uncollected accrued interest is reversed and charged against current income. Payments received on non-accrual loans are applied against principal. A loan may only be restored to an accruing basis when it again becomes well secured and in the process of collection or all past due amounts have been collected.

Non-accrual loans amounted to $2,028,000 at March 31, 2016 and were comprised of five commercial loans totaling $275,000, two commercial real estate loans totaling $600,000, four residential mortgage loans totaling $1,083,000 and two consumer loans totaling $70,000. Non-accrual loans amounted to $2,728,000 at December 31, 2015 and were comprised of four residential mortgage loans totaling $1,092,000, four commercial real estate loans totaling $964,000, four commercial loans totaling $112,000, and four consumer loans totaling $560,000. It is generally the Company's policy to charge-off the portion of any non-accrual loan that the Company does not expect to collect by writing the loan down to the estimated net realizable value of the underlying collateral.

The five largest non-accrual loans as of March 31, 2016, totaled approximately $1,727,000 or 85.2% of total non-accrual loans and consisted of three residential mortgage loans totaling $1,069,000, supported by residential properties located within the Company's market area, one commercial and industrial loan totaling $180,000, supported by the business assets of the borrower, and one commercial real estate loan totaling $478,000, supported by commercial properties located within the Company's market area. The collateral securing these loans is generally appraised every six months.

In comparison, the five largest non-accrual loans as of December 31, 2015, totaled approximately $2,109,000, or 77% of total non-accrual loans, and consisted of two residential mortgage loans totaling $960,000, supported by residential property located within the Company's market area, two commercial real estate loans totaling $721,000, supported by commercial properties located within the Company's market area, and one consumer loan totaling $428,000, supported by residential property located within the Company's market area.

Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Non-performing impaired loans are non-accrual loans and loans that are 90 days or more past due and still accruing. Total non-performing impaired loans at March 31, 2016 and December 31, 2015 consisting of loans on non-accrual status totaled $2,028,000 and $2,728,000, respectively. A restructuring of a loan can constitute a TDR if the Company for economic or legal reasons related to the borrower's financial difficulties grants a concession to the borrower that it would not otherwise consider. A loan that is restructured in a TDR is considered an impaired loan. Performing impaired loans, which consisted of loans modified as TDRs, totaled $5,170,000 and $5,350,000 at March 31, 2016 and December 31, 2015, respectively. The Company expects to collect all principal and interest due from performing impaired loans. These loans are not on non-accrual status. The majority of the non-performing impaired loans, in management's opinion, were adequately collateralized based on recently obtained appraised property values or were guaranteed by a governmental entity. See "Allowance for Loan Losses" below for additional information. No assurance can be given that the existing or any additional collateral will be sufficient to secure full recovery of the obligations owed under these loans.

As the following table illustrates, total non-performing assets, net of guarantees of the State of California and U.S. Government, including its agencies and its government-sponsored agencies, decreased $699,000 or 27.1% to $1,879,000 during the first three months of 2016. Non-performing assets, net of guarantees, represented 0.2% of total assets at March 31, 2016.

	At March 31, 2016			At December 31, 2015		
	Gross	Guaranteed	Net	Gross	Guaranteed	Net
(dollars in thousands)						
Non-accrual loans	$2,028	$ 149	$1,879	$2,728	$ 152	$2,576
Loans 90 days past due and still accruing	—	—	—	2	—	2
Total non-performing loans	2,028	149	1,879	2,730	152	2,578
Other real estate owned	—	—	—	—	—	—
Total non-performing assets	2,028	149	1,879	2,730	152	2,578
Non-performing loans to total loans			0.3 %			0.4 %
Non-performing assets to total assets			0.2 %			0.3 %
Allowance for loan and lease losses to non-performing loans (net of guarantees)			511.3%			358.8%

The Company had no loans 90 days or more past due and still accruing at March 31, 2016. The Company had one loan totaling $2,000 that was 90 days or more past due and still accruing at December 31, 2015.

Other real estate owned ("OREO") consists of property that the Company has acquired by deed in lieu of foreclosure or through foreclosure proceedings, and property that the Company does not hold title to but is in actual control of, known as in-substance foreclosure. The estimated fair value of the property is determined prior to transferring the balance to OREO. The balance transferred to OREO is the estimated fair value of the property less estimated cost to sell. Impairment may be deemed necessary to bring the book value of the loan equal to the appraised value. Appraisals or loan officer evaluations are then conducted periodically thereafter charging any additional impairment to the appropriate expense account. The Company had no OREO as of March 31, 2016 and December 31, 2015, respectively.

Allowance for Loan Losses

The Company's Allowance for Loan Losses is maintained at a level believed by management to be adequate to provide for loan and other credit losses that can be reasonably anticipated. The allowance is increased by provisions charged to operating expense and reduced by net charge-offs. The Company contracts with vendors for credit reviews of the loan portfolio as well as considers current economic conditions, loan loss experience, and other factors in determining the adequacy of the reserve balance. The allowance for loan losses is based on estimates, and actual losses may vary from current estimates.

The following table summarizes the Allowance for Loan Losses of the Company during the three months ended March 31, 2016 and 2015, and for the year ended December 31, 2015:

Analysis of the Allowance for Loan Losses
(Amounts in thousands, except percentage amounts)

	Three months ended March 31, 2016	2015	Year ended December 31, 2015
Balance at beginning of period	$9,251	$8,583	$ 8,583
Provision for loan losses	450	350	650
Loans charged-off:			
Commercial	(100)	—	(44)
Commercial Real Estate	(15)	—	(7)
Agriculture	—	—	—
Residential Mortgage	—	—	(211)
Residential Construction	—	—	—
Consumer	(20)	(67)	(175)
Total charged-off	(135)	(67)	(437)
Recoveries:			
Commercial	18	12	102
Commercial Real Estate	—	—	18
Agriculture	—	—	—
Residential Mortgage	1	—	219
Residential Construction	1	1	60
Consumer	21	15	56
Total recoveries	41	28	455
Net charge-offs	(94)	(39)	18
Balance at end of period	$9,607	$8,894	$ 9,251
Ratio of net charge-offs to average loans outstanding during the period (annualized)	(0.06 %)	(0.03 %)	0.00 %
Allowance for loan losses			
To total loans at the end of the period	1.53 %	1.63 %	1.51 %
To non-performing loans, net of guarantees at the end of the period	511.3%	178.5%	358.8 %

40

Deposits

Deposits are one of the Company's primary sources of funds. At March 31, 2016, the Company had the following deposit mix: 30.4% in savings and MMDA deposits, 9.0% in time deposits, 27.7% in interest-bearing transaction deposits and 32.9% in non-interest-bearing transaction deposits. At December 31, 2015, the Company had the following deposit mix: 30.1% in savings and MMDA deposits, 9.3% in time deposits, 27.6% in interest-bearing transaction deposits and 33.0% in non-interest-bearing transaction deposits. Non-interest-bearing transaction deposits increase the Company's net interest income by lowering its cost of funds.

The Company obtains deposits primarily from the communities it serves. The Company believes that no material portion of its deposits has been obtained from or is dependent on any one person or industry. The Company accepts deposits in excess of $250,000 from customers. These deposits are priced to remain competitive.

Maturities of time certificates of deposits of $250,000 or more outstanding at March 31, 2016 and December 31, 2015 are summarized as follows:

	(in thousands) March 31, 2016	December 31, 2015
Three months or less	$3,355	$ 5,187
Over three to twelve months	13,054	10,395
Over twelve months	3,813	4,371
Total	$20,222	$ 19,953

The increase in time certificates of deposit of $250,000 or more is primarily attributable to additions of time deposits, which was partially offset by withdrawals of time deposits.

Liquidity and Capital Resources

In order to serve our market area, the Company must maintain adequate liquidity and adequate capital. Liquidity is measured by various ratios, in management's opinion, the most common being the ratio of net loans to deposits (including loans held-for-sale). This ratio was 64.7% on March 31, 2016. In addition, on March 31, 2016, the Company had the following short-term investments (based on remaining maturity and/or next repricing date): $1,695,000 in securities due within one year or less; and $88,006,000 in securities due in one to five years.

To meet unanticipated funding requirements, the Company maintains short-term unsecured lines of credit with other banks totaling $57,000,000 at March 31, 2016. Additionally, the Company has a line of credit with the FHLB, with a borrowing capacity at March 31, 2016 of $246,692,000; credit availability is subject to certain collateral requirements.

The Company's primary source of liquidity on a stand-alone basis is dividends from the Bank. Dividends from the Bank are subject to regulatory restrictions.

As of March 31, 2016, the Bank's capital ratios exceeded applicable regulatory requirements. The following table presents the capital ratios for the Bank, compared to the regulatory standards for well-capitalized depository institutions, as of March 31, 2016.

(amounts in thousands except percentage amounts) Actual Capital	Ratio	Well Capitalized

			Ratio Requirement
Leverage	$85,874	8.14 %	5.0 %
Common Equity Tier 1	$85,874	11.83 %	6.5 %
Tier 1 Risk-Based	$85,874	11.83 %	8.0 %
Total Risk-Based	$94,965	13.08 %	10.0 %

In July 2013, the Federal Reserve Board and the other U.S. federal banking agencies adopted final rules making significant changes to the U.S. regulatory capital framework for U.S. banking organizations and to conform this framework to the Basel Committee's current international regulatory capital accord (Basel III). These rules replaced the federal banking agencies' general risk-based capital rules, advanced approaches rule, market-risk rule, and leverage rules, in accordance with certain transition provisions. The Bank became subject to the new rules on January 1, 2015. The new rules implement higher minimum capital requirements, include a new common equity Tier 1 capital requirement, and establish criteria that instruments must meet in order to be considered common equity Tier 1 capital, additional Tier 1 capital, or Tier 2 capital. When fully phased in, the final rules will provide for increased minimum capital ratios as follows: (a) a common equity Tier 1 capital ratio of 4.5%; (b) a Tier 1 capital ratio of 6% (which is an increase from 4.0%); (c) a total capital ratio of 8%; and (d) a Tier 1 leverage ratio to average consolidated assets of 4%. Under the new rules, in order to avoid certain limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers, a banking organization must hold a capital conservation buffer composed of common equity Tier 1 capital above its minimum risk based capital requirements (equal to 2.5% of total risk-weighted assets). The phase-in of the capital conservation buffer began on January 1, 2016, and will be completed by January 1, 2019. The new rules also provide for various adjustments and deductions to the definitions of regulatory capital that will phase in through December 31, 2017.

ITEM 3. – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company believes that there have been no material changes in the quantitative and qualitative disclosures about market risk as of March 31, 2016, from those presented in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which are incorporated by reference herein.

ITEM 4. – CONTROLS AND PROCEDURES

(a) We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) have concluded that the design and operation of our disclosure controls and procedures are effective as of March 31, 2016. This conclusion is based on an evaluation conducted under the supervision and with the participation of management.

(b) During the quarter ended March 31, 2016, there were no changes in our internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. – LEGAL PROCEEDINGS

Neither the Company nor the Bank is a party to any material pending legal proceeding, nor is any of their property the subject of any material pending legal proceeding, except ordinary routine litigation arising in the ordinary course of the Bank's business and incidental to its business, none of which is expected to have a material adverse impact upon the Company's or the Bank's business, financial position or results of operations.

ITEM 1A. – RISK FACTORS

For a discussion of risk factors relating to our business, please refer to Part I, Item 1A of our 2015 Form 10-K, which is incorporated by reference herein, and to the following:

The Bank's Dependence on Real Estate Lending Increases Our Risk of Losses

At March 31, 2016, approximately 75% in principal amount of the Bank's loans (excluding loans held-for-sale) were secured by real estate. The value of the Bank's real estate collateral has been, and could in the future continue to be, adversely affected by the economic recession and resulting adverse impact on the real estate market in Northern California.

The Bank's primary lending focus has historically been commercial (including agricultural), construction, and real estate mortgage. At March 31, 2016, real estate mortgage (excluding loans held-for-sale) and construction loans (residential and other) comprised approximately 71% and 4%, respectively, in principal amount of the total loans in the Bank's portfolio. At March 31, 2016, all of the Bank's real estate mortgage and construction loans and approximately 10% in principal amount of its commercial loans were secured fully or in part by deeds of trust on underlying real estate. The Company's dependence on real estate increases the risk of loss in both the Bank's loan portfolio and its holdings of other real estate owned if economic conditions in Northern California further deteriorate in the future. Further deterioration of the real estate market in Northern California would have a material adverse effect on the Company's business, financial condition, and results of operations.

The CFPB has adopted various regulations which have and will continue to impact our residential mortgage lending business. For additional information, see "Business – Certain CFPB Rules" in Part I, Item 1 in our Annual Report on Form 10-K.

Adverse California Economic Conditions Could Adversely Affect the Bank's Business

The Bank's operations and a substantial majority of the Bank's assets and deposits are generated and concentrated primarily in Northern California, particularly the counties of Placer, Sacramento, Solano and Yolo, and are likely to remain so for the foreseeable future. At March 31, 2016, approximately 75% in principal amount of the Bank's loan portfolio (excluding loans held-for-sale) consisted of real estate-related loans, all of which were secured by collateral located in Northern California. As a result, a further downturn in the economic conditions in Northern California may cause the Bank to incur losses associated with high default rates and decreased collateral values in its loan portfolio. Economic conditions in California are subject to various uncertainties at this time, including the significant deterioration in the California real estate market and housing industry.

For the last several years, economic conditions in California, and especially the regional markets we serve, have been subject to various challenges, including significant deterioration in the residential real estate sector and the California state government's budgetary and fiscal difficulties. California continues to have a high unemployment rate. Also, California markets have experienced some of the worst property value declines in the U.S.

In addition, in the recent past, the State government of California has experienced budget shortfalls or deficits that have led to protracted negotiations between the Governor and the State Legislature over how to address the budget gap. The California electorate approved, in the November 2012 general elections, certain increases in the rate of income taxation in California, and also elected Democratic super-majorities in both Houses of the California legislature, thus potentially facilitating further increases in California tax rates. As a consequence, California's current budget does not reflect a deficit, however, there can be no assurance that the state's fiscal and budgetary challenges will be readily resolved. In addition, the impact of increased rates of income taxation on the level of economic activity in California cannot be predicted at this time.

Also, municipalities and other governmental units within California have been experiencing budgetary difficulties, and several California municipalities have filed for protection under the Bankruptcy Code. As a result, concerns also have arisen regarding the outlook for the State of California's governmental obligations, as well as those of California municipalities and other governmental units.

Poor economic conditions in California, and especially the regional markets we serve, will cause us to incur losses associated with higher default rates and decreased collateral values in our loan portfolio. If the budgetary and fiscal difficulties of the California State government and California municipalities and other governmental units continue or economic conditions in California decline further, we expect that our level of problem assets will increase and our prospects for growth will be impaired. The severe drought which California has experienced in recent years, if it continues, may also cause further difficulties for the California economy, particularly in the agricultural sector. In April 2015, California Governor, Edmund G. Brown, Jr., issued an executive order directing the State Water Resource Control Board to implement mandatory water reductions in cities and towns across California to reduce water usage by 25%. The impact of this and other measures in response to the drought on the California business climate and economy cannot be predicted.

Potential Volatility of Deposits May Increase Our Cost of Funds

At March 31, 2016 and December 31, 2015, 2% of the dollar value of the Company's total deposits was represented by time certificates of deposit in excess of $250,000. These deposits are considered volatile and could be subject to withdrawal. Withdrawal of a material amount of such deposits could adversely impact the Company's liquidity, profitability, business prospects, results of operations and cash flows.

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

None.

ITEM 6. – EXHIBITS

Exhibit Number	Description of Document
31.1	Rule 13a — 14(a) Certification of Chief Executive Officer
31.2	Rule 13a — 14(a) Certification of Chief Financial Officer
32.1*	Statement of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)
32.2*	Statement of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)
101	Pursuant to Rule 405 of Regulation S-T, the following financial information from the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, is formatted in XBRL interactive data files: (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated Statements of Income; (iii) Condensed Consolidated Statements of Comprehensive (Loss) Income (iv) Condensed Consolidated Statement of Stockholders' Equity; (v) Condensed Consolidated Statements of Cash Flows; and (vi) Notes to Condensed Consolidated Financial Statements.

* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 34-47986, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

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.

FIRST NORTHERN COMMUNITY BANCORP

Date:	May 4, 2016	By:	/s/ Jeremiah Z. Smith

Jeremiah Z. Smith, Senior Executive Vice President / Chief Operating Officer and Chief Financial Officer
(Principal Financial Officer and Duly Authorized Officer)