

CHICOPEE BANCORP, INC.  
Form 10-Q  
November 10, 2014

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

FORM 10-Q

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

For the quarterly period ended September 30, 2014

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

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

Commission File Number: 000-51996

CHICOPEE BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Massachusetts 20-4840562  
(State or other jurisdiction of incorporation or (I.R.S. Employer Identification No.)  
organization)

70 Center Street, Chicopee, Massachusetts 01013  
(Address of principal executive offices) (Zip Code)  
(413) 594-6692  
(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 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

Yes  No

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

Large Accelerated Filer  Accelerated Filer   
Non-Accelerated Filer  Smaller Reporting Company

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

As of November 7, 2014, there were 5,310,670 shares of the Registrant's Common Stock outstanding.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## CHICOPEE BANCORP, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars In Thousands)

(Unaudited)

	September 30, 2014	December 31, 2013
<b>ASSETS</b>		
Cash and due from banks	\$ 13,062	\$ 9,100
Federal funds sold	2,650	426
Interest-bearing deposits with the Federal Reserve Bank of Boston	29,671	9,389
Total cash and cash equivalents	45,383	18,915
Available-for-sale securities, at fair value	383	602
Held-to-maturity securities, at cost (fair value of \$33,284 at September 30, 2014 and \$49,338 at December 31, 2013)	34,298	48,606
Federal Home Loan Bank stock, at cost	3,914	3,914
Loans (net of allowance for loan losses of \$4,922 at September 30, 2014 and \$4,596 at December 31, 2013)	509,714	485,619
Loans held for sale	—	70
Other real estate owned	1,121	407
Mortgage servicing rights	304	381
Bank owned life insurance	14,441	14,173
Premises and equipment, net	8,951	9,181
Accrued interest and dividends receivable	1,604	1,609
Deferred income tax asset	3,065	3,042
Other assets	2,635	1,208
Total assets	\$ 625,813	\$ 587,727
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Deposits		
Demand deposits	\$ 106,620	\$ 90,869
NOW accounts	41,938	40,774
Savings accounts	50,717	49,755
Money market deposit accounts	114,238	111,126
Certificates of deposit	157,136	157,242
Total deposits	470,649	449,766
Federal Home Loan Bank advances	66,007	44,992
Accrued expenses and other liabilities	533	739
Total liabilities	537,189	495,497
Stockholders' equity		
Common stock (no par value, 20,000,000 shares authorized, 7,439,368 shares issued; 5,310,670 and 5,435,885 shares outstanding at September 30, 2014 and December 31, 2013, respectively)	72,479	72,479

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Treasury stock, at cost (2,128,698 and 2,003,483 shares at September 30, 2014 and December 31, 2013, respectively)	(28,467	) (26,435	)
Additional paid-in-capital	3,505	3,299	
Unearned compensation (restricted stock awards)	(8	) (12	)
Unearned compensation (Employee Stock Ownership Plan)	(3,348	) (3,571	)
Retained earnings	44,454	46,418	
Accumulated other comprehensive income	9	52	
Total stockholders' equity	88,624	92,230	
Total liabilities and stockholders' equity	\$625,813	\$587,727	

See accompanying notes to unaudited consolidated financial statements.

CHICOPEE BANCORP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except for Number of Shares and Per Share Amounts)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Interest and dividend income:				
Loans, including fees	\$5,539	\$5,272	16,115	16,080
Interest and dividends on securities	390	424	1,204	1,275
Interest on other interest-earning assets	5	14	23	44
Total interest and dividend income	5,934	5,710	17,342	17,399
Interest expense:				
Deposits	670	899	2,089	2,823
Securities sold under agreements to repurchase	—	2	—	9
Federal Home Loan Bank advances	243	168	672	537
Total interest expense	913	1,069	2,761	3,369
Net interest income	5,021	4,641	14,581	14,030
Provision for loan losses	227	212	5,202	270
Net interest income, after provision for loan losses	4,794	4,429	9,379	13,760
Non-interest income:				
Service charges, fees and commissions	744	695	1,806	1,689
Net loan sales and servicing	58	70	167	559
Net gain on sales of available-for-sale securities	—	—	34	—
Net gain (loss) on sale of other real estate owned	6	(93	) (3	) (154
OREO writedowns	—	—	(72	) —
Income from bank owned life insurance	91	92	268	275
Other non-interest income	—	—	—	24
Total non-interest income	899	764	2,200	2,393
Non-interest expenses:				
Salaries and employee benefits	2,492	2,564	7,481	7,656
Occupancy expenses	371	390	1,181	1,169
Furniture and equipment	182	194	534	633
FDIC insurance assessment	116	53	307	179
Data processing services	339	316	1,045	928
Professional fees	271	159	628	528
Advertising expense	140	164	473	456
Stationery, supplies and postage	65	62	193	212
Foreclosure expense	139	61	385	84
Other non-interest expense	622	542	1,823	1,949
Total non-interest expenses	4,737	4,505	14,050	13,794
Income (loss) before income taxes	956	688	(2,471	) 2,359
Income tax expense (benefit)	434	115	(1,595	) 476
Net income (loss)	\$522	\$573	(876	) 1,883

Earnings (loss) per share:

Basic	\$0.10	\$0.11	\$(0.17	) \$0.37
Diluted	\$0.10	\$0.11	\$(0.17	) \$0.37

Adjusted weighted average shares outstanding:

Basic	5,002,195	5,035,488	5,050,019	5,038,735
Diluted	5,056,621	5,138,815	5,130,282	5,125,438

See accompanying notes to unaudited consolidated financial statements.



CHICOPEE BANCORP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
(In Thousands)  
(Unaudited)

	Three Months Ended September 30,	
	2014	2013
Net income	\$522	\$573
Other comprehensive (loss) income, net of tax		
Unrealized holding (losses) gains arising during period on investment securities available-for-sale	(23	) 29
Tax effect	8	(10
Other comprehensive (loss) income, net of tax	(15	) 19
Comprehensive income	\$507	\$592
	Nine Months Ended September 30,	
	2014	2013
Net (loss) income	\$(876	) \$1,883
Other comprehensive (loss) income, net of tax		
Unrealized holding (losses) gains arising during period on investment securities available-for-sale	(32	) 10
Reclassification adjustment for gains realized in net income (1)	(34	) —
Tax effect	23	(3
Other comprehensive (loss) income, net of tax	(43	) 7
Comprehensive (loss) income	\$(919	) \$1,890

(1) Reclassified into the consolidated statements of operations in net gain on sales of available-for-sale securities.

See accompanying notes to unaudited consolidated financial statements.

CHICOPEE BANCORP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
Nine Months Ended September 30, 2014 and 2013  
(Dollars In Thousands)  
(Unaudited)

	Common Stock	Treasury Stock	Additional Paid-in Capital	Unearned Compensation (restricted stock awards)	Unearned Compensation (Employee Stock Ownership Plan)	Retained Earnings	Accumulated Other Comprehensive Income	Total
Balance at December 31, 2013	\$72,479	\$(26,435)	\$3,299	\$ (12 )	\$ (3,571 )	\$46,418	\$ 52	\$92,230
Comprehensive loss:								
Net loss	—	—	—	—	—	(876 )	—	(876 )
Change in net unrealized gain on available-for-sale securities (net of deferred income taxes of \$23)	—	—	—	—	—	—	(43 )	(43 )
Total comprehensive loss								(919 )
Treasury stock purchased (134,915 shares)	—	(2,210 )	—	—	—	—	—	(2,210 )
Stock options exercised (9,700 shares)	—	178	(37 )	—	—	—	—	141
Stock option expense	—	—	90	—	—	—	—	90
Change in unearned compensation:								
Restricted stock award expense	—	—	—	4	—	—	—	4
Common stock held by ESOP committed to be released	—	—	153	—	223	—	—	376
Cash dividends declared (\$0.21 per share)	—	—	—	—	—	(1,088 )	—	(1,088 )
Balance at September 30, 2014	\$72,479	\$(28,467)	\$3,505	\$ (8 )	\$ (3,348 )	\$44,454	\$ 9	\$88,624
Balance at December 31, 2012	\$72,479	\$(26,567)	\$3,044	\$ (18 )	\$ (3,868 )	\$44,873	\$ 26	\$89,969
Comprehensive income:								
Net income	—	—	—	—	—	1,883	—	1,883
	—	—	—	—	—	—	7	7

Change in net unrealized gain on available-for-sale securities (net of deferred income taxes of \$3)								
Total comprehensive income								1,890
Stock option expense	—	—	94	—	—	—	—	94
Treasury stock purchased (13,700 shares)	—	(242	)	—	—	—	—	(242
Change in unearned compensation:								
Restricted stock award expense	—	—	—	4	—	—	—	4
Common stock held by ESOP committed to be released	—	—	156	—	223	—	—	379
Cash dividends declared (\$0.15 per share)	—	—	—	—	—	(814	)	(814
Balance at September 30, 2013	\$72,479	\$(26,809)	\$3,294	\$ (14	)	\$ (3,645	)	\$45,942
							\$ 33	\$91,280

See accompanying notes to unaudited consolidated financial statements.

CHICOPEE BANCORP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Nine Months Ended September 30,	
	2014	2013
	(In Thousands)	
Cash flows from operating activities:		
Net (loss) income	\$(876	) \$1,883
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	525	562
Gain on disposal of premises and equipment	—	(24
Provision for loan losses	5,202	270
Increase in cash surrender value of life insurance	(268	) (275
Net realized gain on sales of securities available-for-sale	(34	) —
Realized gains on sales of mortgage loans	(50	) (344
Change in mortgage servicing rights	77	(54
(Increase) decrease in other assets	(1,427	) 81
Decrease (increase) in accrued interest and dividends receivable	5	(46
Decrease in FDIC prepaid insurance	—	467
Loans originated for sale	(4,288	) (24,199
Proceeds from loan sales	4,408	24,408
Net loss on sales and write-downs of other real estate owned	75	154
(Decrease) increase in other liabilities	(205	) 197
Change in unearned compensation	380	383
Stock option expense	90	94
Net cash provided by operating activities	3,614	3,557
Cash flows from investing activities:		
Purchase of premises and equipment	(295	) (268
Loan originations, net of principal payments	(30,461	) 3,150
Proceeds from sales of other real estate owned	376	401
Proceeds from sales of securities available-for-sale	187	—
Purchases of held-to-maturity securities	—	(27,015
Maturities of held-to-maturity securities	13,373	30,390
Proceeds from principal paydowns of held-to-maturity securities	934	1,079
Proceeds from sale of Federal Home Loan Bank stock	—	362
Net cash (used) provided by investing activities	(15,886	) 8,099
Cash flows from financing activities:		
Net increase in deposits	20,882	18,336
Decrease in repurchase agreements	—	(7,969
Proceeds from long-term FHLB advances	29,500	—
Repayments of long-term FHLB advances	(8,485	) (6,984
Treasury stock purchased	(2,210	) (242
Cash dividends paid on common stock	(1,088	) (814
Stock options exercised	141	—
Net cash provided by financing activities	38,740	2,327
Net increase in cash and cash equivalents	26,468	13,983

Cash and cash equivalents at beginning of year	18,915	39,608
Cash and cash equivalents at end of period	\$45,383	\$53,591
Supplemental cash flow information:		
Interest paid on deposits	\$2,089	\$2,823
Interest paid on borrowings	654	556
Income taxes paid	17	346
Transfers from loans to other real estate owned	1,166	483

See accompanying notes to unaudited consolidated financial statements.

CHICOPEE BANCORP, INC. AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements  
September 30, 2014 and 2013

1. Basis of Presentation

Chicopee Bancorp, Inc. (the "Corporation") has no significant assets other than all of the outstanding shares of its wholly-owned subsidiaries, Chicopee Savings Bank (the "Bank") and Chicopee Funding Corporation (collectively, the "Company"). The Corporation was formed on March 14, 2006 and became the holding company for the Bank upon completion of the Bank's conversion from a mutual savings bank to a stock savings bank. The conversion of the Bank was completed on July 19, 2006. The accounts of the Bank include its wholly-owned subsidiaries and a 99% owned subsidiary. The consolidated financial statements of the Company as of September 30, 2014 and for the periods ended September 30, 2014 and 2013 included herein are unaudited. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair presentation of the financial condition, results of operations, changes in stockholders' equity and cash flows, as of and for the periods covered herein, have been made. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K.

The results for the three and nine month interim periods ended September 30, 2014 are not necessarily indicative of the operating results for a full year.

2. Earnings (Loss) Per Share

Basic earnings (loss) per share represents income available to common stockholders divided by the adjusted weighted-average number of common shares outstanding during the period. The adjusted outstanding common shares equals the gross number of common shares issued less average treasury shares, unallocated shares of the Chicopee Savings Bank Employee Stock Ownership Plan ("ESOP"), and average dilutive restricted stock awards under the 2007 Equity Incentive Plan. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued by the Company relate to outstanding stock options and certain stock awards and are determined using the treasury stock method.

Earnings (loss) per share have been computed based on the following:

(\$ in thousands, except share data )	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net income (loss)	\$522	\$573	\$(876	) \$1,883
Average number of shares issued	7,439,368	7,439,368	7,439,368	7,439,368
Less: average number of treasury shares	(2,079,284	) (2,015,832	) (2,031,360	) (2,012,484
Less: average number of unallocated ESOP shares	(357,089	) (386,848	) (357,089	) (386,848
Less: average number of dilutive restricted stock awards	(800	) (1,200	) (900	) (1,301
Adjusted weighted average number of common shares outstanding	5,002,195	5,035,488	5,050,019	5,038,735
Plus: dilutive outstanding restricted stock awards	247	377	292	370
Plus: dilutive outstanding stock options	54,179	102,950	79,971	86,333
Weighted average number of diluted shares outstanding	5,056,621	5,138,815	5,130,282	5,125,438

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Earnings (loss) per share:

Basic-common stock	\$0.10	\$0.11	\$(0.17	) \$0.37
Basic-unvested share-based payment awards	\$0.10	\$0.11	\$(0.17	) \$0.37
Diluted-common stock	\$0.10	\$0.11	\$(0.17	) \$0.37
Diluted-unvested share-based payment awards	\$0.10	\$0.11	\$(0.17	) \$0.37

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There were 97,000 stock options that were not included in the calculation of diluted earnings per share for the three months ended September 30, 2014. Given the loss for the nine months ended September 30, 2014, diluted loss per share did not differ from basic loss per share as all potential shares were anti-dilutive. There were 100,000 stock options that were not included in the calculation of diluted earnings per share for the three and nine months ended September 30, 2013 because the effect was anti-dilutive.

### 3. Equity Incentive Plan

#### Stock Options

The Company's 2007 Equity Incentive Plan (the "Plan") was approved by the Company's stockholders at the annual meeting of the Company's stockholders on May 30, 2007. The Plan provides that the Company may grant options to directors, officers and employees for up to 743,936 shares of common stock. Both incentive stock options and non-qualified stock options may be granted under the Plan. The exercise price for each option is equal to the market price of the Company's stock on the date of grant and the maximum term of each option is ten years. The stock options vest over five years in five equal installments on each anniversary of the date of grant.

The Company recognizes compensation expense over the vesting period, based on the grant-date fair value of the options granted. The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions for options granted during the year ended December 31, 2013. There were no stock options granted during the nine months ended September 30, 2014.

	Year Ended December 31, 2013	
Expected dividend yield	1.39	%
Weighted average expected term	6.5 years	
Weighted average expected volatility	24.06	%
Weighted average risk-free interest rate	1.25	%

Expected volatility is based on the historical volatility of the Company's stock and other factors. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of the grant. The Company uses historical data, such as option exercise and employee termination rates, to calculate the expected option life.

A summary of options under the Plan as of September 30, 2014 and changes during the nine months ended September 30, 2014, is as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (000's)
Outstanding at December 31, 2013	668,598	\$14.58	4.61	\$1,894
Granted	—	—	—	—
Exercised	(9,700)	) 14.51	3.95	—
Forfeited or expired	(5,800)	) 15.82	8.01	—
Outstanding at September 30, 2014	653,098	\$14.57	4.08	\$391



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Exercisable at September 30, 2014	539,397	\$ 14.33	3.28	\$ 358
Exercisable at September 30, 2013	534,598	\$ 14.26	3.99	\$ 1,790

The weighted-average grant-date fair value of options granted during 2013 was \$3.59. The weighted-average grant-date fair value of the options outstanding and exercisable at September 30, 2014 was \$3.81 and \$3.87, respectively. For the nine months ended September 30, 2014, share based compensation expense applicable to options granted under the Plan was \$90,000. For the nine months ended September 30, 2013, share based compensation expense applicable to options granted

under the Plan was \$94,000. As of September 30, 2014, unrecognized stock-based compensation expense related to non-vested options amounted to \$314,000. This amount is expected to be recognized over a period of 2.86 years.

#### Stock Awards

The Plan provides that the Company may grant stock awards to its directors, officers and employees for up to 297,574 shares of common stock. The stock awards vest 20% per year beginning on the first anniversary of the date of grant. The fair market value of the stock awards, based on the market price at the date of grant, is recorded as unearned compensation. Unearned compensation is amortized over the applicable vesting period. The weighted-average grant-date fair value of stock awards as of September 30, 2014 is \$14.08. The Company recorded compensation cost related to stock awards of approximately \$4,000 for the nine months ended September 30, 2014 and for the nine months ended September 30, 2013. There were no stock awards granted prior to July 1, 2007. There were no stock awards granted by the Company during the nine months ended September 30, 2014. The Company granted 2,000 stock awards during the year ended December 31, 2011 with a grant price of \$14.08. As of September 30, 2014, unrecognized stock-based compensation expense related to non-vested restricted stock awards amounted to \$8,000. This amount is expected to be recognized over a period of 1.44 years.

A summary of the status of the Company's stock awards as of September 30, 2014, and changes during the nine months ended September 30, 2014, is as follows:

Nonvested Shares	Number of Shares	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2013	1,200	\$ 14.08
Granted	—	—
Vested	400	14.08
Forfeited	—	—
Outstanding at September 30, 2014	800	\$ 14.08

#### 4. Long-term Incentive Plan

On March 13, 2012, the Company adopted the Chicopee Bancorp, Inc. 2012 Phantom Stock Unit Award and Long-Term Incentive Plan (the "Phantom Stock Plan"), effective January 1, 2012, to promote the long-term financial success of the Company and its subsidiaries by providing a means to attract, retain and reward individuals who contribute to such success and to further align their interest with those of the Company's stockholders.

A total of 150,000 phantom stock units will be available for awards under the Phantom Stock Plan. The only awards that may be granted under the Phantom Stock Plan are Phantom Stock Units. A Phantom Stock Unit represents the right to receive a cash payment on the determination date equal to the book value of a share of the Company's stock on the determination date. The settlement of a Phantom Stock Unit on the determination date shall be in cash. Unless the Compensation Committee of the Board of Directors of the Company determines otherwise, the required period of service for full vesting will be three years. The Company's total expense under the Phantom Stock Plan for the nine months ended September 30, 2014 and 2013, was \$14,000 and \$11,000, respectively. For the nine months ended September 30, 2014 and 2013, there were 4,074 and 2,942 phantom stock units granted, respectively.

5. Recent Accounting Pronouncements (Applicable to the Company)

In January 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-04, Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The ASU was issued to clarify that an in substance repossession or foreclosure occurs, and a credit is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the credit obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the ASU amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014, and the ASU is to be adopted using either a modified retrospective transition method or a prospective transition method. The Company does not believe such ASU will have a material effect on the Company's consolidated financial statements, other than the additional disclosures required.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers. The ASU was issued to clarify the principles for recognizing revenue and to develop a common revenue standard for U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards. The ASU is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently evaluating the potential impact of the ASU on its consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-11, Transfers and Servicing: Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The ASU was issued to respond to concerns about current accounting and disclosures for repurchase agreements and similar transactions. The concern was that under current accounting guidance there is an unnecessary distinction between the accounting for different types of repurchase agreements. Under current guidance, the repurchase-to-maturity transactions are accounted for as sales with forward agreements, whereas repurchase agreements that settle before the maturity of the transferred financial asset are accounted for as secured borrowings. The ASU amendments require new disclosures for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secure borrowings. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The ASU will not have a material effect on the Company's consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, Compensation - Stock Compensation: Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. The ASU was issued because current U.S. GAAP does not contain explicit guidance on how to account for share-based payments when a performance target could be achieved after the requisite service period. The ASU is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. The ASU will not have a material effect on the Company's consolidated financial statements.

## 6. Investment Securities

The following tables set forth, at the dates indicated, information regarding the amortized cost and fair value, with gross unrealized gains and losses of the Company's investment securities:

	September 30, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Thousands)			
Available-for-sale securities				
Marketable equity securities	\$369	\$14	\$—	\$383
Total available-for-sale securities	\$369	\$14	\$—	\$383
Held-to-maturity securities				
Corporate and industrial revenue bonds	\$33,841	\$60	\$(1,093)	\$32,808
Collateralized mortgage obligations	457	19	—	476
Total held-to-maturity securities	\$34,298	\$79	\$(1,093)	\$33,284
Non-marketable securities				
Federal Home Loan Bank stock	\$3,914	\$—	\$—	\$3,914
Banker's Bank Northeast stock	183	—	—	183
Total non-marketable securities	\$4,097	\$—	\$—	\$4,097
	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Thousands)			
Available-for-sale securities				
Marketable equity securities	\$522	\$80	\$—	\$602
Total available-for-sale securities	\$522	\$80	\$—	\$602
Held-to-maturity securities				
U.S. Treasury securities	\$5,000	\$—	\$—	\$5,000
Corporate and industrial revenue bonds	34,588	681	—	35,269
Certificates of deposit	8,373	15	—	8,388
Collateralized mortgage obligations	645	36	—	681
Total held-to-maturity securities	\$48,606	\$732	\$—	\$49,338
Non-marketable securities				
Federal Home Loan Bank stock	\$3,914	\$—	\$—	\$3,914
Banker's Bank Northeast stock	183	—	—	183
Total non-marketable securities	\$4,097	\$—	\$—	\$4,097

The amortized cost and estimated fair value of debt securities by contractual maturity at September 30, 2014 are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without prepayment penalties. The collateralized mortgage obligations are allocated to maturity categories according to final maturity date.



	Held-to-maturity Amortized Cost (In Thousands)	Fair Value
Due in one year or less	\$—	\$—
Due after one year through five years	457	476
Due after five years through ten years	7,919	7,979
Due after ten years	25,922	24,829
	\$34,298	\$33,284

There were no sales of available-for-sale securities during the three months ended September 30, 2014. During the nine months ended September 30, 2014, proceeds from sales of available-for-sale securities amounted to \$187,000 with gross realized gains of \$34,000. The tax provision applicable to the net realized gain for the nine months ended September 30, 2014 was \$8,000.

#### Unrealized Losses on Investment Securities

Management conducts, at least on a monthly basis, a review of its investment portfolio including available-for-sale and held-to-maturity securities to determine if the fair value of any security has declined below its cost or amortized cost and whether such security is other-than-temporarily impaired. Securities are evaluated individually based on guidelines established by the FASB and the internal policy of the Company and include but are not limited to: (1) intent and ability of the Company to retain the investment for a period of time sufficient to allow for the anticipated recovery in fair value; (2) percentage and length of time which an issue is below book value; (3) financial condition and near-term prospects of the issuer; (4) whether the debtor is current on contractually obligated interest and principal payments; (5) the volatility of the market price of the security; and (6) any other information and observable data considered relevant in determining whether other-than-temporary impairment has occurred, including the expectation of receipt of all principal and interest due.

There were no unrealized losses as of September 30, 2014 and December 31, 2013.

#### U.S. Treasury Securities

The Company did not hold U.S. Treasury securities at September 30, 2014. There were no unrealized losses within the U.S. Treasury securities portfolio at December 31, 2013.

#### Collateralized Mortgage Obligations ("CMO")

As of September 30, 2014 and December 31, 2013, there were no unrealized losses within the CMO portfolio. The portfolio ended with an unrealized gain of \$19,000 and \$36,000 as of September 30, 2014 and December 31, 2013, respectively. As of September 30, 2014, the Company had six CMO bonds, or eight individual issues, with an aggregate book value of \$457,300. Since the purchase of these bonds, interest payments have been current and the Company expects to receive all principal and interest due.

As of December 31, 2013, the Company had eight CMO bonds, or six individual issues, with an aggregate book value of \$645,000. Since the purchase of these bonds, interest payments have been current and the Company expects to receive all principal and interest due.

#### Corporate and Industrial Revenue Bonds

The Company had six tax-exempt industrial revenue bonds ("IRB"), with an aggregate book value of \$33.8 million and \$34.6 million at September 30, 2014 and December 31, 2013, respectively. The portfolio ended with unrealized loss of \$1.1 million as of September 30, 2014 and unrealized gains of \$60,000 and \$681,000 as of September 30, 2014 and December 31, 2013, respectively. The unrealized loss is attributable to current market interest rates and not credit

risk with the issuer. As of December 31, 2013, there were no unrealized losses within the corporate industrial revenue bond category.

#### Marketable Equity Securities

As of September 30, 2014 and December 31, 2013 there were no unrealized losses within the marketable equity securities portfolio, and the portfolio ended the period with a net unrealized gain of \$13,600 and \$80,000, respectively.

#### Non-Marketable Securities

The Company is a member of the Federal Home Loan Bank of Boston (“FHLB”). The FHLB is a cooperatively owned wholesale bank for housing and finance in the six New England States. Its mission is to support the residential mortgage and community development lending activities of its members, which include over 450 financial institutions across New England. As a requirement of membership in the FHLB, the Company must own a minimum required amount of FHLB stock, calculated periodically based

primarily on the Company's level of borrowings from the FHLB. The Company uses the FHLB for much of its wholesale funding needs. The Company's investment in FHLB stock totaled \$3.9 million as of September 30, 2014 and December 31, 2013.

FHLB stock is a non-marketable equity security and therefore is reported at cost, which equals par value. Shares held in excess of the minimum required amount are generally redeemable at par value. For the nine months ended September 30, 2014 and for the year ended December 31, 2013, the Company received \$44,000 and \$15,000, respectively, in dividend income from its FHLB stock investment.

The Company periodically evaluates its investment in FHLB stock for impairment based on, among other factors, the capital adequacy of the FHLB and its overall financial condition. There have not been any impairment losses recorded through September 30, 2014 and the Company will continue to monitor its FHLB stock investment.

Banker's Bank Northeast (BBN) stock is reported under other assets on the Statement of Financial Condition and is carried at cost. The BBN stock investment is evaluated for impairment based on an estimate of the ultimate recovery to par value. As of September 30, 2014 and December 31, 2013, the Company's investment in BBN totaled \$183,000. There have not been any impairment losses recorded through September 30, 2014 and the Company will continue to monitor its BBN stock investment.



## 7. Loans and Allowance for Loan Losses

The following table sets forth the composition of the Company's loan portfolio in dollar amounts and as a percentage of the total loan portfolio at the dates indicated.

	September 30, 2014		December 31, 2013		
	Amount	Percent of Total	Amount	Percent of Total	
	(Dollars In Thousands)				
Real estate loans:					
Residential(1)	\$115,759	22.5	% \$112,524	23.0	%
Home equity	32,922	6.4	% 32,091	6.6	%
Commercial	229,525	44.7	% 211,161	43.1	%
Total	378,206	73.6	% 355,776	72.7	%
Construction-residential	8,406	1.6	% 6,130	1.3	%
Construction-commercial	45,163	8.9	% 38,441	7.9	%
Total	53,569	10.5	% 44,571	9.2	%
Total real estate loans	431,775	84.1	% 400,347	81.9	%
Consumer loans	2,641	0.5	% 2,405	0.4	%
Commercial and industrial loans	79,291	15.4	% 86,540	17.7	%
Total loans	513,707	100.0	% 489,292	100.0	%
Deferred loan origination costs, net	929		923		
Allowance for loan losses	(4,922)	)	(4,596)	)	
Loans, net	\$509,714		\$485,619		

(1) Excludes loans held for sale of \$70,000 at December 31, 2013.

The Company has transferred a portion of its originated commercial real estate and commercial loans to participating lenders. The amounts transferred have been accounted for as sales and therefore not included in the Company's consolidated statements of financial condition. The Company and participating lenders share proportionally, based on participating agreements, any gains or losses that may result from the borrowers lack of compliance with the terms of the loan. The Company continues to service the loans on behalf of the participating lenders. At September 30, 2014 and December 31, 2013, the Company was servicing loans for participating lenders totaling \$18.0 million and \$13.7 million, respectively.

In accordance with the Company's asset/liability management strategy and in an effort to reduce interest rate risk, the Company continues to sell fixed rate, low coupon residential real estate loans to the secondary market. The Company sold \$4.4 million and \$24.1 million in residential real estate loans to the secondary market during the nine month periods ended September 30, 2014 and 2013, respectively. The unpaid principal balance of residential real estate loans serviced for others was \$94.0 million at September 30, 2014 and \$97.6 million at December 31, 2013. Management expects to continue to retain servicing rights on all loans written and sold in the secondary market.

## Credit Quality

To evaluate the risk in the loan portfolio, internal credit risk ratings are used for the following loan segments: commercial real estate, commercial construction and commercial. The risks evaluated in determining an adequate credit risk rating include the financial strength of the borrower and the collateral securing the loan. All commercial real estate, commercial construction and commercial loans are rated from one through nine. Credit risk ratings one through five are considered pass ratings. Classified assets include credit risk ratings of special mention, substandard, doubtful and loss. At least quarterly, classified assets are reviewed by management. Credit risk ratings are updated as soon as information is obtained that indicates a change in the credit risk rating may be warranted.

The following describes the classified credit risk ratings:

**Special mention.** Assets that do not currently expose the Company to sufficient risk to warrant classification in one of the following categories but possess potential weaknesses.

**Substandard.** Assets that have one or more defined weaknesses and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Non-accruing loans are typically classified as substandard.

Residential real estate and residential construction loans are categorized into pass and substandard risk ratings. Substandard residential loans are loans that are usually on nonaccrual status and are individually evaluated for impairment.

Consumer loans are considered nonperforming when they are 90 days past due or have not returned to accrual status. Consumer loans are not individually evaluated for impairment.

Home equity loans are considered nonperforming when they are 90 days past due or have not returned to accrual status. Each nonperforming home equity loan is individually evaluated for impairment.

The following table presents an analysis of total loans segregated by risk rating and segment as of September 30, 2014:

	Commercial Credit Risk Exposure			
	Commercial and Industrial (In Thousands)	Commercial Construction	Commercial Real Estate	Total
Pass	\$63,959	\$36,117	\$215,936	\$316,012
Special mention	13,154	5,916	8,829	27,899
Substandard	2,178	3,130	4,760	10,068
Total commercial loans	\$79,291	\$45,163	\$229,525	\$353,979
	Residential Credit Risk Exposure			
	Residential Real Estate (In Thousands)	Residential Construction		Total
Performing	\$111,518	\$8,406		\$119,924
Substandard	4,241	—		4,241
Total residential loans	\$115,759	\$8,406		\$124,165
	Consumer Credit Risk Exposure			
	Consumer (In Thousands)	Home Equity		Total
Performing	\$2,641	\$32,553		\$35,194
Nonperforming	—	369		369
Total consumer loans	\$2,641	\$32,922		\$35,563



The following table presents an analysis of total loans segregated by risk rating and segment as of December 31, 2013:

	Commercial Credit Risk Exposure			
	Commercial and Industrial	Commercial Construction	Commercial Real Estate	Total
	(In Thousands)			
Pass	\$77,483	\$27,969	\$200,096	\$305,548
Special mention	4,050	6,584	3,594	14,228
Substandard	5,007	3,888	7,471	16,366
Total commercial loans	\$86,540	\$38,441	\$211,161	\$336,142
	Residential Credit Risk Exposure			
	Residential Real Estate	Residential Construction		Total
	(In Thousands)			
Performing	\$110,109	\$6,130		\$116,239
Substandard	2,415	—		2,415
Total residential loans	\$112,524	\$6,130		\$118,654
	Consumer Credit Risk Exposure			
	Consumer	Home Equity		Total
	(In Thousands)			
Performing	\$2,397	\$31,798		\$34,195
Nonperforming	8	293		301
Total consumer loans	\$2,405	\$32,091		\$34,496

#### Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for loan losses is evaluated on a regular basis by management. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of general and allocated components, as further described below.

#### Loans charged off

Commercial and industrial loans. Loans past due more than 120 days are considered for one of three options: charge off the balance of the loan, charge off any excess balance over the fair value of the collateral securing the loan, or continue collection efforts subject to a monthly review until either the balance is collected or a charge-off recommendation can be reasonably made.

Residential loans. In general, a charge-off will not be recommended until a potential shortfall can be determined upon receipt of an updated appraisal and/or title to the property. However, any outstanding loan balance in excess of the fair value of the property, less cost to sell, is classified as a loss in the allocation of loan loss reserves and charged off when the property is acquired before being transferred to OREO.

Consumer loans. Generally all loans are automatically considered for charge-off at 90 to 120 days from the contractual due date, unless there is liquid collateral in hand sufficient to repay principal and interest in full.

## General Component

The general component of the allowance for loan losses is based on historical loss experience adjusted for qualitative factors stratified by the following portfolio segments: residential real estate, residential construction, commercial real estate, commercial and industrial, commercial construction, consumer and home equity. Management uses an average of historical losses based on a time frame appropriate to capture relevant loss data for each portfolio segment. Management deems 36 months to be an appropriate time frame on which to base historical losses for each portfolio segment. This historical loss factor is adjusted for qualitative factors for each portfolio segment including, but not limited to: levels/trends in delinquencies; trends in volume and terms of loans; effects of changes in risk selection and changes in lending policies, experience, ability, depth of lending management and staff; and national and local economic conditions. Management follows a similar process to estimate its liability for off-balance-sheet commitments to extend credit.

The qualitative factors are determined based on the various risk characteristics of each portfolio segment. Risk characteristics relevant to each portfolio segment are as follows:

Residential real estate loans enable the borrower to purchase or refinance existing homes, most of which serve as the primary residence of the owner. Repayment is dependent on the credit quality of the borrower. Factors attributable to failure of repayment may include a weakened economy and/or unemployment, as well as possible personal considerations. While the Company anticipates adjustable-rate mortgages will better offset the potential adverse effects of an increase in interest rates as compared to fixed-rate mortgages, the increased mortgage payments required of adjustable-rate loan borrowers in a rising interest rate environment could cause an increase in delinquencies and defaults. The marketability of the underlying property also may be adversely affected in a high interest rate environment.

Commercial real estate loans are secured by commercial real estate and residential investment real estate and generally have larger balances and involve a greater degree of risk than one- to four-family residential mortgage loans. Risks in commercial real estate and residential investment lending are borrower's creditworthiness and the feasibility and cash flow potential of the project. Payments on loans secured by income properties often depend on successful operation and management of the properties. As a result, repayment of such loans may be subject to a greater extent than residential real estate loans to adverse conditions in the real estate market or the economy.

Commercial and residential construction loans are generally considered to involve a higher degree of risk of loss than long-term financing on improved, occupied real estate. Risk of loss on a construction loan depends largely upon the accuracy of the initial estimate of the property's value at completion of construction and the estimated cost (including interest) of construction.

Commercial and industrial loans are of higher risk and typically are made on the basis of the borrower's ability to make repayment from the cash flow of the borrower's business. As a result, the availability of funds for the repayment of commercial loans may depend substantially on the success of the business itself. Further, any collateral securing such loans may depreciate over time, may be difficult to appraise and may fluctuate in value.

Consumer and home equity loans may entail greater risk than do residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by assets that depreciate rapidly. In such cases, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections depend on the borrower's continuing financial stability, and therefore are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount that can be recovered on such loans.

The Company does not disaggregate its portfolio segments into loan classes.

#### Allocated Component

The allocated component relates to loans that are classified as impaired. Impairment is measured on a loan by loan basis for residential real estate, home equity loans, commercial real estate and commercial loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. An allowance is established when the discounted cash flows or collateral value of the impaired loan is lower than the carrying value of that loan. The Company recognizes the change in present value attributable to the passage of time as provision for loan losses. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment, and the resulting allowance is reported as the general component, as described above.

Loans are considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered



by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

The Company may periodically agree to modify the contractual terms of loans. When a loan is modified and a concession is made to a borrower experiencing financial difficulty, the modification is considered a troubled debt restructuring ("TDR"). All TDRs are classified as impaired.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer loans for impairment evaluation, except for home equity loans.

During the nine months ended September 30, 2014, there were no changes in the Company's allowance methodology related to the qualitative or quantitative factors.

The following table presents the allowance for loan losses as of and for the three months ended September 30, 2014:

	Residential Real Estate	Residential Construction	Commercial Real Estate	Commercial Construction	Commercial and Industrial	Consumer Loans	Home Equity	Total
Allowance for loan losses (In Thousands)								
Balance as of June 30, 2014	\$ 508	\$ 81	\$ 2,337	\$ 494	\$ 1,080	\$ 31	\$ 160	\$ 4,691
Provision for (reduction of) loan losses	7	30	108	221	(154 )	12	3	227
Recoveries	—	—	—	—	22	5	—	27
Loans charged off	—	—	—	—	(9 )	(14 )	—	(23 )
Balance as of September 30, 2014	\$ 515	\$ 111	\$ 2,445	\$ 715	\$ 939	\$ 34	\$ 163	\$ 4,922

The following table presents the allowance for loan losses and select loan information as of and for the nine months ended September 30, 2014:

	Residential Real Estate	Residential Construction	Commercial Real Estate	Commercial Construction	Commercial and Industrial	Consumer Loans	Home Equity	Total
Allowance for loan losses (In Thousands)								
Balance as of December 31, 2013	\$ 650	\$ 94	\$ 2,121	\$ 435	\$ 1,110	\$ 35	\$ 151	\$ 4,596
Provision for (reduction of) loan losses	98	17	1,188	1,819	1,980	32	68	5,202
Recoveries	—	—	74	—	23	17	1	115

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Loans charged off	(233	) —	(938	) (1,539	) (2,174	) (50	) (57	) (4,991	)
Balance as of September 30, 2014	\$515	\$ 111	\$ 2,445	\$ 715	\$ 939	\$ 34	\$ 163	\$4,922	
Allowance for loan losses									
Collectively evaluated for impairment	\$467	\$ 111	\$ 2,421	\$ 715	\$ 939	\$ 34	\$ 143	\$4,830	
Individually evaluated for impairment	48	—	24	—	—	—	20	92	
Total ending balance	\$515	\$ 111	\$ 2,445	\$ 715	\$ 939	\$ 34	\$ 163	\$4,922	
Total loans									
Collectively evaluated for impairment	\$111,518	\$ 8,406	\$ 226,220	\$ 42,033	\$ 78,234	\$ 2,641	\$ 32,553	\$501,605	
Individually evaluated for impairment	4,241	—	3,305	3,130	1,057	—	369	12,102	
Total ending balance	\$115,759	\$ 8,406	\$ 229,525	\$ 45,163	\$ 79,291	\$ 2,641	\$ 32,922	\$513,707	

The following table presents the allowance for loan losses and select loan information as of and for the year ended December 31, 2013:

	Residential Real Estate	Residential Construction	Commercial Real Estate	Commercial Construction	Commercial and Industrial	Consumer Loans	Home Equity	Total
Allowance for loan losses	(In Thousands)							
Balance as of December 31, 2012	\$536	\$ 93	\$ 1,966	\$ 502	\$ 1,099	\$ 44	\$ 124	\$4,364
Provision for (reduction of) loan losses	296	63	(24 )	(67 )	90	30	37	425
Recoveries	1	—	247	—	38	14	—	300
Loans charged off	(183 )	(62 )	(68 )	—	(117 )	(53 )	(10 )	(493 )
Balance as of December 31, 2013	\$650	\$ 94	\$ 2,121	\$ 435	\$ 1,110	\$ 35	\$ 151	\$4,596
Allowance for loan losses								
Collectively evaluated for impairment	\$407	\$ 94	\$ 2,109	\$ 435	\$ 1,100	\$ 35	\$ 137	\$4,317
Individually evaluated for impairment	243	—	12	—	10	—	14	279
Total ending balance	\$650	\$ 94	\$ 2,121	\$ 435	\$ 1,110	\$ 35	\$ 151	\$4,596
Total loans								
Collectively evaluated for impairment	\$109,866	\$ 6,130	\$ 206,813	\$ 34,553	\$ 85,168	\$ 2,405	\$ 31,798	\$476,733
Individually evaluated for impairment	2,658	—	4,348	3,888	1,372	—	293	12,559
Total ending balance	\$112,524	\$ 6,130	\$ 211,161	\$ 38,441	\$ 86,540	\$ 2,405	\$ 32,091	\$489,292

The following table presents the allowance for loan losses as of and for the three months ended September 30, 2013:

	Residential Real Estate	Residential Construction	Commercial Real Estate	Commercial Construction	Commercial and Industrial	Consumer Loans	Home Equity	Total
Allowance for loan losses	(In Thousands)							
Balance as of June 30, 2013	\$561	\$ 52	\$ 1,921	\$ 373	\$ 1,251	\$ 38	\$ 140	\$4,336
Provision for (reduction of) loan losses	113	23	39	43	(15 )	13	(4 )	212
Recoveries	—	—	2	—	1	3	—	6
Loans charged off	(52 )	—	—	—	(47 )	(16 )	—	(115 )
Balance as of September 30, 2013	\$622	\$ 75	\$ 1,962	\$ 416	\$ 1,190	\$ 38	\$ 136	\$4,439



The following table presents the allowance for loan losses and select loan information as of and for the nine months ended September 30, 2013:

	Residential Real Estate	Residential Construction	Commercial Real Estate	Commercial Construction	Commercial and Industrial	Consumer Loans	Home Equity	Total
Allowance for loan losses	(In Thousands)							
Balance as of December 31, 2012	\$536	\$ 93	\$ 1,966	\$ 502	\$ 1,099	\$ 44	\$ 124	\$4,364
(Reduction of) provision for loan losses	198	44	(15 )	(86 )	101	16	12	270
Recoveries	1	—	11	—	37	11	—	60
Loans charged off	(113 )	(62 )	—	—	(47 )	(33 )	—	(255 )
Balance as of September 30, 2013	\$622	\$ 75	\$ 1,962	\$ 416	\$ 1,190	\$ 38	\$ 136	\$4,439
Allowance for loan losses								
Collectively evaluated for impairment	\$391	\$ 75	\$ 1,858	\$ 416	\$ 1,134	\$ 38	\$ 122	\$4,034
Individually evaluated for impairment	231	—	104	—	56	—	14	405
Total ending balance	\$622	\$ 75	\$ 1,962	\$ 416	\$ 1,190	\$ 38	\$ 136	\$4,439
Total loans								
Collectively evaluated for impairment	\$111,645	\$ 5,192	\$ 180,396	\$ 30,331	\$ 88,587	\$ 2,419	\$32,061	\$450,631
Individually evaluated for impairment	2,397	—	6,140	3,823	1,567	—	281	14,208
Total ending balance	\$114,042	\$ 5,192	\$ 186,536	\$ 34,154	\$ 90,154	\$ 2,419	\$32,342	\$464,839



## Impairment

The following table presents a summary of information pertaining to impaired loans by segment as of and for the three months ended September 30, 2014:

	Recorded Investment	Unpaid Balance	Average Recorded Investment	Related Allowance	Interest Income Recognized
	(In Thousands)				
Impaired loans without a valuation allowance:					
Residential real estate	\$2,874	\$3,001	\$2,714	\$—	\$26
Residential construction	—	—	—	—	—
Commercial real estate	2,822	3,401	3,626	—	15
Commercial construction	3,130	4,668	3,355	—	13
Commercial and industrial	1,057	1,069	1,401	—	9
Consumer	—	—	—	—	—
Home equity	304	360	252	—	1
Total	\$10,187	\$12,499	\$11,348	\$—	\$64
Impaired loans with a valuation allowance:					
Residential real estate	\$1,367	\$1,367	\$853	\$48	\$9
Residential construction	—	—	—	—	—
Commercial real estate	483	483	804	24	5
Commercial construction	—	—	—	—	—
Commercial and industrial	—	—	38	—	—
Consumer	—	—	—	—	—
Home equity	65	65	38	20	1
Total	\$1,915	\$1,915	\$1,733	\$92	\$15
Total impaired loans:					
Residential real estate	\$4,241	\$4,368	\$3,567	\$48	\$35
Residential construction	—	—	—	—	—
Commercial real estate	3,305	3,884	4,430	24	20
Commercial construction	3,130	4,668	3,355	—	13
Commercial and industrial	1,057	1,069	1,439	—	9
Consumer	—	—	—	—	—
Home equity	369	425	290	20	2
Total	\$12,102	\$14,414	\$13,081	\$92	\$79





The following table presents a summary of information pertaining to impaired loans by segment as of and for the nine months ended September 30, 2014:

	Recorded Investment	Unpaid Balance	Average Recorded Investment	Related Allowance	Interest Income Recognized
	(In Thousands)				
Impaired loans without a valuation allowance:					
Residential real estate	\$2,874	\$3,001	\$2,419	\$—	\$83
Residential construction	—	—	—	—	—
Commercial real estate	2,822	3,401	3,744	—	33
Commercial construction	3,130	4,668	3,488	—	99
Commercial and industrial	1,057	1,069	1,364	—	26
Consumer	—	—	—	—	—
Home equity	304	360	222	—	8
Total	\$10,187	\$12,499	\$11,237	\$—	\$249
Impaired loans with a valuation allowance:					
Residential real estate	\$1,367	\$1,367	\$921	\$48	\$42
Residential construction	—	—	—	—	—
Commercial real estate	483	483	666	24	18
Commercial construction	—	—	—	—	—
Commercial and industrial	—	—	58	—	—
Consumer	—	—	—	—	—
Home equity	65	65	69	20	2
Total	\$1,915	\$1,915	\$1,714	\$92	\$62
Total impaired loans:					
Residential real estate	\$4,241	\$4,368	\$3,340	\$48	\$125
Residential construction	—	—	—	—	—
Commercial real estate	3,305	3,884	4,410	24	51
Commercial construction	3,130	4,668	3,488	—	99
Commercial and industrial	1,057	1,069	1,422	—	26
Consumer	—	—	—	—	—
Home equity	369	425	291	20	10
Total	\$12,102	\$14,414	\$12,951	\$92	\$311

The \$12.1 million of impaired loans include \$11.6 million of non-accrual loans. The remaining impaired loans are TDRs or loans for which the Company believes, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement.



The following table presents a summary of information pertaining to impaired loans by segment as of and for the year ended December 31, 2013:

	Recorded Investment	Unpaid Balance	Average Recorded Investment	Related Allowance	Interest Income Recognized
	(In Thousands)				
Impaired loans without a valuation allowance:					
Residential real estate	\$1,535	\$1,535	\$1,455	\$—	\$52
Residential construction	—	—	—	—	—
Commercial real estate	4,099	4,232	3,725	—	192
Commercial construction	3,888	3,888	4,068	—	193
Commercial and industrial	1,254	1,584	937	—	44
Consumer	—	—	—	—	—
Home equity	131	131	131	—	4
Total	\$10,907	\$11,370	\$10,316	\$—	\$485
Impaired loans with a valuation allowance:					
Residential real estate	\$1,123	\$1,123	\$1,056	\$243	\$30
Residential construction	—	—	132	—	—
Commercial real estate	249	249	403	12	23
Commercial construction	—	—	—	—	—
Commercial and industrial	118	118	134	10	3
Consumer	—	—	—	—	—
Home equity	162	162	108	14	1
Total	\$1,652	\$1,652	\$1,833	\$279	\$57
Total impaired loans:					
Residential real estate	\$2,658	\$2,658	\$2,511	\$243	\$82
Residential construction	—	—	132	—	—
Commercial real estate	4,348	4,481	4,128	12	215
Commercial construction	3,888	3,888	4,068	—	193
Commercial and industrial	1,372	1,702	1,071	10	47
Consumer	—	—	—	—	—
Home equity	293	293	239	14	5
Total	\$12,559	\$13,022	\$12,149	\$279	\$542

The \$12.6 million of impaired loans include \$6.8 million of non-accrual loans. The remaining impaired loans are TDRs or loans for which the Company believes, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement.



The following table presents a summary of information pertaining to impaired loans by segment as of and for the three months ended September 30, 2013:

	Recorded Investment	Unpaid Balance	Average Recorded Investment	Related Allowance	Interest Income Recognized
	(In Thousands)				
Impaired loans without a valuation allowance:					
Residential real estate	\$1,259	\$1,259	\$1,409	\$—	\$19
Residential construction	—	—	—	—	—
Commercial real estate	5,601	5,915	3,897	—	64
Commercial construction	3,823	3,823	4,016	—	46
Commercial and industrial	1,234	1,504	922	—	14
Consumer	—	—	—	—	—
Home equity	118	118	142	—	2
Total	\$12,035	\$12,619	\$10,386	\$—	\$145
Impaired loans with a valuation allowance:					
Residential real estate	\$1,138	\$1,138	\$1,006	\$231	\$11
Residential construction	—	—	110	—	—
Commercial real estate	539	604	475	104	11
Commercial construction	—	—	—	—	—
Commercial and industrial	333	333	183	56	2
Consumer	—	—	—	—	—
Home equity	163	163	125	14	—
Total	\$2,173	\$2,238	\$1,899	\$405	\$24
Total impaired loans:					
Residential real estate	\$2,397	\$2,397	\$2,415	\$231	\$30
Residential construction	—	—	110	—	—
Commercial real estate	6,140	6,519	4,372	104	75
Commercial construction	3,823	3,823	4,016	—	46
Commercial and industrial	1,567	1,837	1,105	56	16
Consumer	—	—	—	—	—
Home equity	281	281	267	14	2
Total	\$14,208	\$14,857	\$12,285	\$405	\$169

The \$14.2 million of impaired loans include \$7.1 million of non-accrual loans. The remaining impaired loans are TDRs or loans for which the Company believes, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement.



The following table presents a summary of information pertaining to impaired loans by segment as of and for the nine months ended September 30, 2013:

	Recorded Investment	Unpaid Balance	Average Recorded Investment	Related Allowance	Interest Income Recognized
	(In Thousands)				
Impaired loans without a valuation allowance:					
Residential real estate	\$1,259	\$1,259	\$1,434	\$—	\$39
Residential construction	—	—	—	—	—
Commercial real estate	5,601	5,915	3,632	—	172
Commercial construction	3,823	3,823	4,113	—	147
Commercial and industrial	1,234	1,504	858	—	28
Consumer	—	—	—	—	—
Home equity	118	118	131	—	4
Total	\$12,035	\$12,619	\$10,168	\$—	\$390
Impaired loans with a valuation allowance:					
Residential real estate	\$1,138	\$1,138	\$1,040	\$231	\$21
Residential construction	—	—	165	—	—
Commercial real estate	539	604	442	104	20
Commercial construction	—	—	—	—	—
Commercial and industrial	333	333	137	56	2
Consumer	—	—	—	—	—
Home equity	163	163	94	14	1
Total	\$2,173	\$2,238	\$1,878	\$405	\$44
Total impaired loans:					
Residential real estate	\$2,397	\$2,397	\$2,474	\$231	\$60
Residential construction	—	—	165	—	—
Commercial real estate	6,140	6,519	4,074	104	192
Commercial construction	3,823	3,823	4,113	—	147
Commercial and industrial	1,567	1,837	995	56	30
Consumer	—	—	—	—	—
Home equity	281	281	225	14	5
Total	\$14,208	\$14,857	\$12,046	\$405	\$434





## Delinquency and Nonaccrual

All loan segments greater than 30 days past due are considered delinquent. The Company calculates the number of days past due based on a 30 day month. Management continuously monitors delinquency and nonaccrual levels and trends. It is the Company's policy to discontinue the accrual of interest on all loan classes when principal or interest payments are delinquent 90 days or more. The accrual of interest is also discontinued for impaired loans that are delinquent 90 days or more or at management's discretion.

All interest accrued, but not collected, for all loan classes, including impaired loans that are placed on nonaccrual or charged off, is reversed against interest income. Interest recognized on these loans is limited to interest payments received until qualifying for return to accrual. All loan classes are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The following table presents an aging analysis of past due loans and non-accrual loans at September 30, 2014:

	31-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Current	Total Loans	Loans on Nonaccrual
	(In Thousands)						
Residential real estate	\$2,384	\$623	\$1,300	\$4,307	\$111,452	\$115,759	\$4,393
Residential construction	—	—	—	—	8,406	8,406	—
Commercial real estate	87	258	2,375	2,720	226,805	229,525	2,790
Commercial construction	—	—	1,810	1,810	43,353	45,163	3,130
Commercial and industrial	447	—	512	959	78,332	79,291	1,216
Consumer	73	—	34	107	2,534	2,641	33
Home equity	92	—	293	385	32,537	32,922	335
Total	\$3,083	\$881	\$6,324	\$10,288	\$503,419	\$513,707	\$11,897

The following table presents an aging analysis of past due loans and non-accrual loans at December 31, 2013:

	31-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Current	Total Loans	Loans on Nonaccrual
	(In Thousands)						
Residential real estate	\$2,962	\$510	\$1,063	\$4,535	\$107,989	\$112,524	\$2,415
Residential construction	—	—	—	—	6,130	6,130	—
Commercial real estate	662	—	2,802	3,464	207,697	211,161	3,362
Commercial construction	—	—	—	—	38,441	38,441	—
Commercial and industrial	264	149	816	1,229	85,311	86,540	806
Consumer	80	2	6	88	2,317	2,405	8
Home equity	76	8	209	293	31,798	32,091	243
Total	\$4,044	\$669	\$4,896	\$9,609	\$479,683	\$489,292	\$6,834

## Troubled Debt Restructuring (TDR)

TDR loans consist of loans where the Company, for economic or legal reasons related to the borrower's financial difficulties, granted a concession to the borrower that the Company would not otherwise consider. TDR loans can take the form of a reduction in the stated interest rate, receipts of assets from a debtor in partial or full satisfaction of a

loan, the extension of the maturity date, or the reduction of either the interest or principal. Once a loan has been identified as a TDR, it is classified as impaired and will continue to be reported as a TDR until the loan is paid in full.

In the normal course of business, the Company may modify a loan for a credit worthy borrower where the modified loan is not considered a TDR. In these cases, the modified terms are consistent with loan terms available to credit worthy borrowers and within normal loan

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pricing. The modifications to such loans are done according to existing underwriting standards which include review of historical financial statements, including current interim information if available, and an analysis of the borrower's performance and projections to assess repayment ability going forward.

During the nine months ended September 30, 2014, the Company had no TDRs that had defaulted and had been modified within the previous twelve month period. During the nine months ended September 30, 2013, the Company had one TDR totaling \$201,000 that had defaulted and had been modified within the previous twelve month period. TDR loans are considered defaulted at 90 days past due.

The following tables provide new TDR activity by segment during the periods indicated:

For the Three Months Ended September 30, 2014	Number of Modifications  (In Thousands)	Recorded Investment Pre-Modification	Recorded Investment Post-Modification
Residential real estate	—	\$—	\$—
Residential construction	—	—	—
Commercial real estate	—	—	—
Commercial construction	2	2,511	3,193
Commercial and industrial	—	—	—
Consumer	—	—	—
Home equity	—	—	—
Total	2	\$2,511	\$3,193

  

For the Nine Months Ended September 30, 2014	Number of Modifications  (In Thousands)	Recorded Investment Pre-Modification	Recorded Investment Post-Modification
Residential real estate	1	\$252	\$252
Residential construction	—	—	—
Commercial real estate	—	—	—
Commercial construction	2	2,511	3,193
Commercial and industrial	—	—	—
Consumer	—	—	—
Home equity	—	—	—
Total	3	\$2,763	\$3,445

  

For the Three and Nine Months Ended September 30, 2013	Number of Modifications  (In Thousands)	Recorded Investment Pre-Modification	Recorded Investment Post-Modification
Residential real estate	—	\$—	\$—
Residential construction	—	—	—
Commercial real estate	1	249	249
Commercial construction	—	—	—
Commercial and industrial	—	—	—
Consumer	—	—	—
Home equity	—	—	—

Total	1	\$ 249	\$ 249
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The following is a summary of TDR loans by segment as of the dates indicated:

	As of September 30, 2014		As of December 31, 2013	
	Number of Loans (In Thousands)	Recorded Investment	Number of Loans	Recorded Investment
Residential real estate	3	\$613	2	\$364
Residential construction	—	—	—	—
Commercial real estate	4	618	4	620
Commercial construction	2	2,842	—	—
Commercial and industrial	4	148	4	156
Consumer	—	—	—	—
Home equity	1	34	1	34
Total	14	\$4,255	11	\$1,174

## 8. Fair Value Measurements and Disclosures

Certain assets and liabilities are recorded at fair value to provide additional insight into the Company's quality of earnings. Some of these assets and liabilities are measured on a recurring basis while others are measured on a nonrecurring basis, with the determination based upon applicable existing accounting pronouncements. For example, available-for-sale securities are recorded at fair value on a recurring basis. Other assets, such as, mortgage servicing rights, loans held for sale, and impaired loans, are recorded at fair value on a nonrecurring basis using the lower of cost or market methodology to determine impairment of individual assets. The Company groups assets and liabilities which are recorded 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. Levels within the fair value hierarchy are based on the lowest level of input that is significant to the fair value measurement (with Level 1 considered highest and Level 3 considered lowest). A brief description of each level follows.

Level 1 - Valuation is based upon quoted prices for identical instruments 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 in the market.

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 that market participants would use in pricing the asset or liability. Valuation includes use of discounted cash flow models and similar techniques.

The fair value methods and assumptions are set forth below.

Cash and cash equivalents. The carrying amounts of cash equivalents, due from banks and federal funds sold approximate their relative fair values. As such, the Company classifies these financial instruments as Level 1.

Held-to-maturity and non-marketable securities. The fair values of held-to-maturity securities are estimated by independent providers using matrix pricing and quoted market prices for similar securities. In obtaining such valuation information from third parties, the Company has evaluated their valuation methodologies used to develop the fair values in order to determine whether the valuations are representative of an exit price in the Company's principal

markets. The Company's principal markets for its securities portfolios are the secondary institutional markets, with an exit price that is predominately reflective of bid level pricing in those markets. Fair values are calculated based on the value of one unit without regard to any premium or discount that may result from concentrations of ownership of a financial instrument, possible tax ramifications, or estimated transaction costs. If these considerations had been incorporated into the fair value estimates, the aggregate fair value could have been changed. The carrying values of non-marketable securities approximate fair values. As such, the Company classifies held-to-maturity and non-marketable securities as Level 2.

Available-for-sale securities. Fair value of securities are primarily measured using unadjusted information from an independent pricing service. The securities measured at fair value in Level 1 are based on quoted market prices in an active exchange market. These securities include marketable equity securities.

Loans. Fair values are estimated for portfolios of loans with similar financial characteristics. The fair values of performing loans are calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest risk inherent in the loan. The estimates of maturity are based on the Company's historical experience with repayments for each loan classification, modified, as required, by an estimate of the effect of current economic and lending conditions, and the effects of estimated prepayments. Assumptions regarding risk, cash flows, and discount rates are judgmentally determined using available market information and specific borrower information. Management has made estimates of fair value presented below that would be indicative of the value negotiated in an actual sale. As such, the Company classifies loans as level 3. Fair values of impaired loans are based on estimated cash flows and are discounted using a rate commensurate with the risk associated with the estimated cash flows, or if collateral dependent, discounted to the appraised value of the collateral, less costs to sell.

Loans held for sale. Loans held for sale are recorded at the lower of carrying value or fair value. The fair value of mortgage loans held for sale is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, the Company classifies loans held for sale as nonrecurring Level 2.

Other real estate owned ("OREO"). Real estate acquired through foreclosure is recorded at fair value. The fair value of OREO is based on property appraisals and an analysis of similar properties currently available. As such, the Company records OREO as nonrecurring Level 2.

Mortgage servicing rights. Mortgage servicing rights represent the value associated with servicing residential mortgage loans. Servicing assets and servicing liabilities are reported using the amortization method. In evaluating the carrying values of the mortgage servicing rights, the Company obtains third party valuations based on loan level data including note rate, type and term of the underlying loans. As such, the Company classifies mortgage servicing rights as Level 2.

Accrued interest and dividends receivable. The fair value estimate of this financial instrument approximates the carrying value as this financial instrument has a short maturity. It is the Company's policy to stop accruing interest on loans for which it is probable that the interest is not collectable. Therefore, this financial instrument has been adjusted for estimated credit loss. As such, the Company classifies accrued interest and dividends receivable as Level 2.

Deposits. The fair value of deposits is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities. The fair value estimates do not include the benefit that results from the low-cost funding provided by the deposits compared to the cost of borrowing funds in the market. If that value were considered, the fair value of the Company's net assets could increase. As such, the Company classifies deposits as Level 2.

Borrowed funds. The fair value of borrowed funds is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently available for borrowings of similar remaining maturities. As such, the Company classifies borrowed funds as Level 2.

Accrued interest payable. The fair value estimate approximates the carrying amount as this financial instrument has a short maturity. As such, the Company classifies accrued interest payable as Level 2.

Off-balance-sheet instruments. Off-balance-sheet instruments include loan commitments. Fair values for loan commitments have not been presented as the future revenue derived from such financial instruments is not significant.

Limitations. Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These values 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 Management's 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 these 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 instruments include the deferred tax asset, premises and equipment, and OREO. In addition, 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 any of these estimates.



Assets measured at fair value as of September 30, 2014 and December 31, 2013 on a recurring basis are summarized below:

	Fair Value Measurements Using			
	September 30, 2014	Readily Available Market Prices (Level 1)	Observable Market Data (Level 2)	Determined Fair Value (Level 3)
Assets (market approach)	(Dollars In Thousands)			
Available-for-sale securities				
Equity securities by industry type:				
Financial	\$383	\$383	\$—	\$—
Total equity securities	\$383	\$383	\$—	\$—

	Fair Value Measurements Using			
	December 31, 2013	Readily Available Market Prices (Level 1)	Observable Market Data (Level 2)	Determined Fair Value (Level 3)
Assets (market approach)	(Dollars In Thousands)			
Available-for-sale securities				
Equity securities by industry type:				
Financial	\$602	\$602	\$—	\$—
Total equity securities	\$602	\$602	\$—	\$—



Assets measured at fair value on a nonrecurring basis as of September 30, 2014 and December 31, 2013 are summarized below:

	Fair Value Measurements Using			
	September 30, 2014	Readily Available Market Prices (Level 1)	Observable Market Data (Level 2)	Determined Fair Value (Level 3)
	(Dollars In Thousands)			
Assets				
Impaired loans	\$5,408	\$—	\$—	\$5,408
Other real estate owned	1,121	—	1,121	—

Impaired loans are presented net of their related specific reserves of \$92,000 and charge offs of \$2.3 million as of September 30, 2014.

	Fair Value Measurements Using			
	December 31, 2013	Readily Available Market Prices (Level 1)	Observable Market Data (Level 2)	Determined Fair Value (Level 3)
	(Dollars In Thousands)			
Assets				
Impaired loans	\$1,869	\$—	\$—	\$1,869
Other real estate owned	407	—	407	—
Loans held for sale	70	—	70	—

Impaired loans are presented net of their related specific reserves of \$279,000 and charge offs of \$126,000 as of December 31, 2013.

#### Fair Value of Financial Instruments.

Accounting Standards Codification ("ASC") Topic 825, "Financial Instruments," requires disclosures of fair value information about financial instruments, whether or not recognized in the statement of financial condition, if the fair values can be reasonably determined. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instrument's. In cases where quoted prices are not available, fair values are based on estimates using present value or other valuation techniques using observable inputs when available. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. FASB ASC Topic 825 excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.



	Carrying Amount at September 30, 2014	Fair Value Using Readily Available Market Prices (Level 1)	Observable Market Data (Level 2)	Determined Fair Value (Level 3)
(Dollars In Thousands)				
Financial assets:				
Cash and cash equivalents	\$45,383	\$45,383	\$—	\$—
Available-for-sale securities	383	383	—	—
Held-to-maturity securities	34,298	—	33,284	—
FHLB stock	3,914	—	3,914	—
Residential real estate	115,891	—	—	118,414
Residential construction	8,295	—	—	8,281
Commercial real estate	227,362	—	—	228,313
Commercial construction	44,448	—	—	43,318
Commercial and industrial	78,352	—	—	78,490
Consumer	2,607	—	—	2,909
Home equity	32,759	—	—	32,916
Net loans	509,714	—	—	512,641
Accrued interest and dividends receivable	1,604	—	1,604	—
Mortgage servicing rights	304	—	677	—
Financial liabilities:				
Deposits	\$470,649	\$—	\$471,468	\$—
FHLB advances	66,007	—	66,595	—
Accrued interest payable	78	—	78	—

	Carrying Amount at December 31, 2013	Fair Value Using		
		Readily Available Market Prices (Level 1)	Observable Market Data (Level 2)	Determined Fair Value (Level 3)
(Dollars In Thousands)				
Financial assets:				
Cash and cash equivalents	\$18,915	\$18,915	\$—	\$—
Available-for-sale securities	602	602	—	—
Held-to-maturity securities	48,606	—	49,338	—
FHLB stock	3,914	—	3,914	—
Residential real estate	112,551	—	—	115,372
Residential construction	6,036	—	—	6,028
Commercial real estate	209,286	—	—	211,982
Commercial construction	38,006	—	—	36,432
Commercial and industrial	85,430	—	—	85,511
Consumer	2,370	—	—	2,530
Home equity	31,940	—	—	32,183
Net loans	485,619	—	—	490,038
Loans held for sale	70	—	70	—
Accrued interest and dividends receivable	1,609	—	1,609	—
Mortgage servicing rights	381	—	831	—
Financial liabilities:				
Deposits	\$449,766	\$—	\$458,010	\$—
FHLB advances	44,992	—	45,699	—
Accrued interest payable	59	—	59	—

## 9. Other Comprehensive Income

As of the statement of financial condition dates, accumulated other comprehensive income was entirely comprised of net unrealized gains on available-for-sale investment securities.

The following table illustrates changes in the balances of each component of accumulated other comprehensive income for the dates indicated:

	Three Months Ended September 30,	
	2014	2013
(Dollars in Thousands)		
Beginning balance	\$24	\$14
Current-period change	(15	) 19
Ending balance	\$9	\$33



	Nine Months Ended September 30,	
	2014	2013
	(Dollars in Thousands)	
Beginning balance	\$52	\$26
Current-period change	(43)	)7
Ending balance	\$9	\$33

During the nine months ended September 30, 2014, 10,000 shares issued by one company in the financial industry were sold with a realized gain of \$34,000. There were no sales of available-for-sale securities during the nine months ended September 30, 2013.

#### 10. Common Stock

On June 1, 2012, the Company announced that the Board of Directors authorized a Seventh Stock Repurchase Program for the purchase of up to 272,000 shares, or approximately 5%, of the Company's then outstanding common stock. As of September 30, 2014, a total of 100,731 shares may be repurchased under the current stock repurchase program. The Company may repurchase its shares from time to time at prevailing prices in the open market, in block transactions or in privately negotiated transactions. Repurchases will be made under rule 10b-5(1) repurchase plans. The repurchased shares will be held by the Company as treasury stock and will be available for general corporate purposes.

#### 11. Subsequent Events

Subsequent events represent events or transactions occurring after the statements of financial condition date but before the financial statements are issued or are available to be issued. Financial statements are considered "issued" when they are widely distributed to shareholders and others for general use and reliance in a form and format that complies with GAAP. Financial statements are considered "available to be issued" when they are complete in form and format that complies with GAAP and all approvals necessary for their issuance have been obtained.

The Company is a Securities and Exchange Commission filer and management has evaluated subsequent events through the date that the financial statements were issued. On October 24, 2014, the Company announced a quarterly cash dividend of \$0.07 per share of its common stock to stockholders of record as of the close of business on November 7, 2014, payable on or about November 20, 2014.



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

The following analysis discusses changes in the financial condition and results of operations of Chicopee Bancorp Inc. ("the, Company") at September 30, 2014 and December 31, 2013 and for the three and nine months ended September 30, 2014 and 2013, and should be read in conjunction with the Company's Unaudited Consolidated Financial Statements and the notes thereto, appearing in Part I, Item 1 of this document.

Forward-Looking Statements

This Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project" or similar expressions. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company include, but are not limited to: changes in interest rates, general economic conditions, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area and accounting principles and guidelines. Additional factors are discussed in the Company's 2013 Annual Report on Form 10-K under "Item 1A-Risk Factors" and in "Part II. Item 1A. Risk Factors" of this 10-Q. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Except as required by law, the Company does not undertake – and specifically disclaims any obligation – to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

General

Chicopee Savings Bank ("the Bank"), a subsidiary of the Company, is a community-oriented financial institution dedicated to serving the financial services needs of consumers and businesses within its market area. We attract deposits from the general public and use such funds to originate primarily one- to four-family residential real estate loans, commercial real estate loans, commercial loans, multi-family loans, construction loans and consumer loans. At September 30, 2014, we operated out of our main office, lending and operations center, and eight branch offices located in Chicopee, Ludlow, South Hadley, Ware, and West Springfield. All of our offices are located in Western Massachusetts.

CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of the Company's financial condition is based on the consolidated financial statements which are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of such financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, Management evaluates its estimates, including those related to the allowance for loan losses, other-than-temporary impairment of securities, the valuation of mortgage servicing rights, and the valuation of other real estate owned. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis in making judgments about the carrying values of assets that are not readily apparent from other sources. Actual results could differ from the amount derived from management's estimates and assumptions under different

assumptions or conditions. Additional accounting policies are more fully described in Note 1 in the “Notes to Consolidated Financial Statements” presented in our 2013 Annual Report on Form 10-K. A brief description of our current accounting policies involving significant management judgment follows.

Allowance for Loan Losses. Management believes the allowance for loan losses requires the most significant estimates and assumptions used in the preparation of the consolidated financial statements. The allowance for loan losses is based on Management’s evaluation of the level of the allowance required in relation to the probable losses inherent in the loan portfolio. Management believes the allowance for loan losses is a significant estimate and therefore regularly evaluates it for adequacy by taking into consideration factors such as: levels and historical trends in delinquencies, impaired loans, non-accruing loans, charge-offs and recoveries, and classified assets; trends in the volume and terms of the loans; effects of any change in underwriting policies, procedures, and practices; experience, ability, and depth of management staff; national and local economic trends and conditions; trends and conditions in the industries in which borrowers operate; and effects of changes in credit concentrations. The use of different estimates or assumptions could produce a different provision for loan losses.

**Other-Than-Temporary Impairment of Securities.** One of the significant estimates related to investment securities is the evaluation of other-than-temporary impairment. The evaluation of securities for other-than-temporary impairment is a quantitative and qualitative process, which is subject to risks and uncertainties and is intended to determine whether declines in the fair value of investments should be recognized in current period earnings. The risks and uncertainties include changes in general economic conditions, the issuer's financial condition and/or future prospects, the effects of changes in interest rates or credit spreads and the expected recovery period of unrealized losses. Securities that are in an unrealized loss position are reviewed at least quarterly to determine if other-than-temporary impairment is present based on certain quantitative and qualitative factors and measures. The primary factors considered in evaluating whether a decline in value of securities is other-than-temporary include: (a) the length of time and extent to which the fair value has been less than cost or amortized cost and the expected recovery period of the security, (b) the financial condition, credit rating and future prospects of the issuer, (c) whether the debtor is current on contractually obligated interest and principal payments, (d) the volatility of the securities market price, (e) the intent and ability of the Company to retain the investment for a period of time sufficient to allow for recovery, which may be at maturity and (f) any other information and observable data considered relevant in determining whether other-than-temporary impairment has occurred, including the expectation of receipt of all principal and interest due.

**Mortgage Servicing Rights.** The valuation of mortgage servicing rights is a critical accounting policy which requires significant estimates and assumptions. The Company often sells mortgage loans it originates and retains the ongoing servicing of such loans, receiving a fee for these services, generally 1% of the outstanding balance of the loan per annum. Mortgage servicing rights are recognized when they are acquired through the sale of loans, and are reported in other assets. They are amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Management uses an independent firm which specializes in the valuation of mortgage servicing rights to determine the fair value. The Company uses the amortization method for financial reporting. The most important assumption is the anticipated loan prepayment rate, and increases in prepayment speeds result in lower valuations of mortgage servicing rights. Management evaluates for impairment based upon the fair value of the rights, which can vary depending upon current interest rates and prepayment expectations, as compared to amortized cost. The use of different assumptions could produce a different valuation. All of the assumptions are based on standards the Company believes would be utilized by market participants in valuing mortgage servicing rights and are consistently derived and/or benchmarked against independent public sources.

**Valuation of Other Real Estate Owned ("OREO").** Periodically, the Company acquires property through foreclosure or acceptance of a deed in lieu-of-foreclosure as OREO. OREO is recorded at fair value less costs to sell. The valuation of this property is accounted for individually based on its net realizable value on the date of acquisition. At the acquisition date, if the net realizable value of the property is less than the book value of the loan, a charge or reduction in the allowance for loan losses is recorded. If the fair value of the property becomes subsequently impaired, as determined by an appraisal or an evaluation in accordance with the Company's appraisal policy, the decline is recorded by a charge against current earnings. Upon acquisition of a property, a current appraisal or broker's opinion must substantiate market value for the property.



## Comparison of Financial Condition at September 30, 2014 and December 31, 2013

Total assets increased \$38.1 million, or 6.5%, from \$587.7 million at December 31, 2013 to \$625.8 million at September 30, 2014. The increase in total assets was primarily due to the increase in cash and cash equivalents of \$26.5 million, or 139.9%, and an increase in net loans of \$24.1 million, or 5.0%, from \$485.6 million, or 82.6% of total assets at December 31, 2013, to \$509.7 million, or 81.4% of total assets at September 30, 2014, partially offset by a decrease in held-to-maturity securities of \$14.3 million, or 29.4%, to \$34.3 million at September 30, 2014.

The significant components of the \$24.1 million, or 5.0%, increase in net loans were a \$3.2 million, or 2.9%, increase in one-to-four-family residential real estate loans, a \$9.0 million, or 20.2%, increase in construction loans, an increase of \$18.4 million, or 8.7%, in commercial real estate loans and an increase in home equity loans of \$831,000, or 2.6%. These increases were partially offset by the decrease in commercial and industrial loans of \$7.2 million, or 8.4%. In accordance with the Company's asset/liability management strategy and in an effort to reduce interest rate risk, the Company continues to sell fixed rate, low coupon residential real estate loans to the secondary market. The Company currently services \$94.0 million in loans sold to the secondary market. In order to service our customers, Management intends to continue to retain the servicing rights on all loans written and sold in the secondary market.

The investment securities portfolio, including held-to-maturity and available-for-sale securities, decreased \$14.5 million, or 29.5%, to \$34.7 million at September 30, 2014 from \$49.2 million at December 31, 2013. This decrease was primarily the result of a \$14.3 million, or 29.4%, decrease in the held-to-maturity portfolio due to maturities of \$5.0 million in U.S. Treasuries and maturities of \$8.4 million in certificates of deposit. The fair value of available-for-sale securities decreased \$219,000, or 36.4%, from \$602,000, at December 31, 2013 to \$383,000, at September 30, 2014, due to the sale of such securities.

Total deposits increased \$20.9 million, or 4.6%, from \$449.8 million at December 31, 2013 to \$470.6 million at September 30, 2014. Core deposits, which we consider to include all deposits except for certificates of deposit, increased \$21.0 million, or 7.2%, from \$292.5 million at December 31, 2013 to \$313.5 million at September 30, 2014. Demand deposits increased \$15.8 million, or 17.3%, to \$106.6 million, money market accounts increased \$3.1 million, or 2.8%, to \$114.2 million, NOW accounts increased \$1.2 million, or 2.9%, to \$41.9 million, and savings accounts increased \$962,000, or 1.9%, to \$50.7 million. Certificates of deposit decreased \$106,000, or 0.1%, from \$157.2 million at December 31, 2013 to \$157.1 million at September 30, 2014. The increase of 7.2% in core deposits was mostly due to fluctuations in commercial accounts related to business activity and the increase in retail checking accounts. We continue to focus on allowing high cost deposits to mature and be replaced with low cost relationship-based core deposits.

Stockholders' equity was \$88.6 million, or 14.2% of total assets, at September 30, 2014 compared to \$92.2 million, or 15.7% of total assets, at December 31, 2013. The Company's stockholders' equity decreased as a result of the \$876,000 net loss for the period and the \$1.1 million cash dividend paid during the nine months ended September 30, 2014, partially offset by a decrease of \$227,000, or 6.3%, in unearned compensation, and an increase in additional paid-in-capital of \$206,000, or 6.2%, related to stock-based compensation. Pursuant to the Company's Stock Repurchase Programs previously announced, during the nine months ended September 30, 2014, the Company repurchased 134,915 shares of Company stock at an average price per share of \$16.38. The Company's tangible book value per share decreased \$0.28, or 1.7%, from \$16.97 at December 31, 2013 to \$16.69 at September 30, 2014, primarily due to the net loss for the nine months ended September 30, 2014.



## Allowance for Loan Losses

Following is the activity in the allowance for loan losses and related ratios as of and for the periods indicated:

	At or for the Nine Months Ended September 30,		
	2014	2013	
	(Dollars In Thousands)		
Allowance for loan losses, beginning of period:	\$4,596	\$4,364	
Charged off loans:			
Residential real estate	(233	) (113	)
Construction	(1,539	) (62	)
Commercial real estate	(938	) —	
Commercial	(2,174	) (47	)
Home equity	(57	) —	
Consumer	(50	) (33	)
Total charged off loans	(4,991	) (255	)
Recoveries on loans previously charged off:			
Residential real estate	—	1	
Construction	—	—	
Commercial real estate	74	11	
Commercial	23	37	
Home equity	1	—	
Consumer	17	11	
Total recoveries	115	60	
Net loan charge offs	(4,876	) (195	)
Provision for loan losses	5,202	270	
Allowance for loan losses, end of period	\$4,922	\$4,439	
Ratios:			
Net loan charge offs to total average loans	0.97	% 0.04	%
Allowance for loan losses to total loans (1)	0.96	% 0.95	%
Allowance for loan losses to nonperforming loans (2)	41.37	% 61.76	%
Recoveries to charge offs	2.30	% 23.53	%
Net loans charged off to allowance for loan losses	99.07	% 4.39	%

(1) Total loans includes net loans plus the allowance for loan losses.

Nonperforming loans consist of all loans 90 days or more past due and other loans which have been identified by the Company as presenting uncertainty with respect to the collectability of interest or principal. At September 30, 2014, the Company had fourteen troubled debt restructured loans totaling \$4.3 million, of which nine totaling \$3.7 million were included in nonperforming loans. Five of the twelve restructured loans totaling \$509,000 were performing as modified. At September 30, 2013, the Company had one troubled debt restructured loans totaling \$249,000 included in nonperforming loans.

Analysis and determination of the allowance for loan losses. The allowance for loan losses is a valuation allowance for probable and estimable credit losses inherent in the loan portfolio. Management evaluates the need to establish allowances against losses on loans on a quarterly basis. When additional allowances are necessary, a provision for loan losses is charged to earnings. The allowance for loan losses is maintained at an amount that management considers appropriate to cover inherent, probable and estimable losses in the loan portfolio.

Our methodology for assessing the appropriateness of the allowance for loan losses consists of: (1) a specific allowance on identified problem loans; and (2) a general valuation allowance on the remainder of the loan portfolio. Although we determine the amount of

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each element of the allowance separately, the entire allowance for loan losses is available for the entire portfolio. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

Specific allowance required for identified problem loans. The allocated component of the allowance for loan losses relates to loans that are classified as impaired. Impairment is measured on a loan by loan basis for residential real estate, home equity loans, commercial real estate and commercial loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. An allowance is established when the discounted cash flows or collateral value of the impaired loan is lower than the carrying value of that loan. The Company recognizes the change in present value attributable to the passage of time as provision for loan losses. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment, and the resulting allowance is reported as the general component, as described above.

General valuation allowance on the remainder of the loan portfolio. The Company establishes a general allowance for loans that are not delinquent. If not all delinquent loans are impaired, then some delinquent loans are in the general pool. This general valuation allowance is determined by segregating the loans by loan segment and assigning percentages to each segment. The percentages are adjusted for significant factors that, in management's judgment, affect the collectability of the portfolio as of the evaluation date. These significant factors include: levels and historical trends in delinquencies, impaired loans, nonaccrual loans, charge-offs, recoveries, and classified assets; trends in the volume and terms of loans; effects of any change in underwriting, policies, procedures, and practices; experience, ability, and depth of management and staff; national and local economic trends and conditions; trends and conditions in the industries in which borrowers operate; and effects of changes in credit concentrations. The applied loss factors are reevaluated quarterly to ensure their relevance in the current economic environment.

The Company identifies loans that may need to be charged off as a loss by reviewing all delinquent loans, classified loans and other loans for which management may have concerns about collectability. For individually reviewed loans, the borrower's inability to make payments under the terms of the loan or a shortfall in the fair value of the collateral if the loan is collateral dependent would result in our allocating a portion of the allowance to the loan that was impaired.

The allowance for loan losses is based on management's estimate of the amount required to reflect the potential inherent losses in the loan portfolio, based on circumstances and conditions known or anticipated at each reporting date. There are inherent uncertainties with respect to the collectability of the Company's loans and it is reasonably possible that actual loss experience in the near term may differ from the amounts reflected in this report.

At September 30, 2014, the allowance for loan losses represented 0.96% of total loans and 41.4% of nonperforming loans. The allowance for loan losses increased \$326,000, or 7.1%, from \$4.6 million at December 31, 2013 to \$4.9 million at September 30, 2014. The increase was due to the \$5.2 million provision for loan losses, offset by net charge-offs of \$4.9 million. The provision for loan losses was \$5.2 million for the nine months ended September 30, 2014, compared to \$270,000 for the nine months ended September 30, 2013.



## Nonperforming Assets

The following table sets forth information regarding nonaccrual loans and other real estate owned at the dates indicated:

	September 30, 2014		December 31, 2013	
	(Dollars In Thousands)			
Nonaccrual loans (3):				
Residential real estate	\$4,393		\$2,415	
Residential construction	—		—	
Commercial real estate	2,790		3,362	
Commercial construction	3,130		—	
Commercial and industrial	1,216		806	
Home equity	335		243	
Consumer	33		8	
Total nonaccrual loans	11,897		6,834	
Other real estate owned	1,121		407	
Total nonperforming assets	\$13,018		\$7,241	
Ratios:				
Total nonperforming loans as a percentage of total loans (1)	2.32	%	1.40	%
Total nonperforming assets as a percentage of total assets (2)	2.08	%	1.23	%

(1) Total loans equals net loans plus the allowance for loan losses.

Nonperforming assets consist of nonperforming loans including nonperforming TDRs and OREO. Nonperforming (2) loans consist of all loans 90 days or more past due and other loans which have been identified by the Company as presenting uncertainty with respect to the collectability of interest or principal.

(3) Loans are placed on nonaccrual status either when reasonable doubt exists as to the timely collection of principal and interest or when a loan becomes 90 days past due unless an evaluation clearly indicates that the loan is well-secured and in the process of collection. At September 30, 2014, there were no loans that were over 90 days delinquent and still accruing interest.

At September 30, 2014, nonperforming loans increased \$5.1 million, or 74.1%, to \$11.9 million compared to \$6.8 million at December 31, 2013. The increase in nonperforming loans is primarily due to the increase of \$3.1 million in commercial construction loans, an increase of \$2.0 million, or 81.9%, in residential real estate loans, an increase of \$410,000 or 50.9%, in commercial and industrial loans and an increase of \$25,000, or 312.5%, in consumer loans and an increase of \$92,000, or 37.9%, in nonperforming home equity loans. These increases were partially offset by a decrease of \$572,000, or 17.0%, in commercial real estate loans. Loans that are less than 90 days past due and were previously on nonaccrual continue to be on nonaccrual status until all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

For the nine months ended September 30, 2014, the provision for loan losses increased \$4.9 million from \$270,000, for the nine months ended September 30, 2013 to \$5.2 million. The increase in the provision for loan losses was primarily due to three commercial relationships.

The \$5.2 million provision for loan losses for the nine months ended September 30, 2014 is the result of a \$1.5 million charge off related to a \$4.7 million commercial real estate developer loan secured by commercial real estate. With regard to the commercial real estate development loan, the \$1.5 million charge off reflects the decline in the fair value

of the collateral securing the loan resulting from an updated independent appraisal. The Company has had a lending relationship with the commercial developer for over 25 years. The relationship was previously classified as impaired but was performing in accordance with the terms of the loan. The Company has restructured the loan and is working with the borrower to reduce exposure through sales of existing units. The borrower remains responsible for the full indebtedness, including any amounts charged off. At September 30, 2014, the loan was on nonaccrual as an indication that there is reasonable doubt as to the full collectability of principal and interest.

The provision for loan losses also includes the effect of a \$568,000 charge off related to a \$3.4 million nonperforming loan disclosed in the third quarter of 2013. The loan is secured by commercial real estate, equipment and all assets of the borrower. The Company is in the process of initiating foreclosure proceedings on such collateral.

The increased provision for the nine months ended September 30, 2014 also reflects the effect of a \$2.4 million charge off to a previously disclosed \$4.5 million commercial loan relationship suspected of fraud. The loan is secured by inventory, equipment and real estate. The Company has initiated legal proceedings against the principals of the borrower for fraud and is conducting a review and investigation, including the use of forensic accountants. The Company believes the principals made fraudulent misrepresentations about the collateral securing the loan and intends to pursue all legal remedies against the principals for any losses or costs related to the loan, but there can be no assurance that these efforts will result in significant recoveries. The Company has completed liquidation of the inventory and equipment and completed foreclosure action on three properties that were pledged as collateral.

Asset quality continues to be the top focus for management and we continue to proactively work to resolve problem loans as they arise. Management continues to monitor the loan portfolio to minimize any further deterioration in the collateral that could result in future losses.

## Deposits

The following table sets forth the Company's deposit accounts at the dates indicated:

	September 30, 2014		December 31, 2013		
	Balance	Percent of Total Deposits	Balance	Percent of Total Deposits	
(Dollars In Thousands)					
Demand deposits	\$106,620	22.6	% \$90,869	20.1	%
NOW accounts	41,938	8.9	% 40,774	9.1	%
Savings accounts	50,717	10.8	% 49,755	11.1	%
Money market deposit accounts	114,238	24.3	% 111,126	24.7	%
Total transaction accounts	313,513	66.6	% 292,524	65.0	%
Certificates of deposit	157,136	33.4	% 157,242	35.0	%
Total deposits	\$470,649	100.0	% \$449,766	100.0	%

Total deposits increased \$20.9 million, or 4.6%, from \$449.8 million at December 31, 2013 to \$470.6 million at September 30, 2014. Core deposits, which we consider to include all deposits except for certificates of deposit, increased \$21.0 million, or 7.2%, from \$292.5 million at December 31, 2013 to \$313.5 million at September 30, 2014. Demand deposits increased \$15.8 million, or 17.3%, to \$106.6 million, money market accounts increased \$3.1 million, or 2.8%, to \$114.2 million, NOW accounts increased \$1.2 million, or 2.9%, to \$41.9 million, and savings accounts increased \$962,000, or 1.9%, to \$50.7 million. Certificates of deposit decreased \$106,000, or 0.1%, from \$157.2 million at December 31, 2013 to \$157.1 million at September 30, 2014. The increase of 7.2% in core deposits was mostly due to fluctuations in commercial accounts related to seasonal business activity and the increase in money market accounts. We continue to focus on allowing high cost deposits to mature and be replaced with low cost relationship based core deposits.



## Borrowings

The following sets forth information concerning the Company's borrowings for the periods indicated:

	As of or for the nine months ended September 30, 2014 (In Thousands)	As of or for the year ended December 31, 2013		
Maximum amount of borrowings outstanding at any month-end during the period:				
Federal Home Loan Bank (FHLB) advances	\$66,007	\$44,992		
Securities sold under agreements to repurchase	—	15,312		
Average borrowings outstanding during the period:				
FHLB advances	\$54,515	\$29,202		
Securities sold under agreements to repurchase	—	7,243		
Weighted average interest rate during the period:				
FHLB advances	1.77	% 2.41		%
Securities sold under agreements to repurchase	—	% 0.12		%
Balance outstanding at end of period:				
FHLB advances	\$66,007	\$44,992		
Securities sold under agreements to repurchase	—	—		
Weighted average interest rate at end of period:				
FHLB advances	1.43	% 1.93		%
Securities sold under agreements to repurchase	—	% —		%

The Company utilizes borrowings from a variety of sources to supplement its supply of funds for loans and investments. FHLB advances increased \$21.0 million, or 46.7%, from \$45.0 million at December 31, 2013 to \$66.0 million at September 30, 2014 due to an increase in long-term advances of \$29.5 million.

## Comparison of Operating Results for the Three Months Ended September 30, 2014 and 2013

## General

The Company reported net income of \$522,000, or \$0.10 earnings per share, for the three months ended September 30, 2014, compared to net income of \$573,000, or \$0.11 earnings per share, for the same period in 2013. The decrease in net income for the three months ended September 30, 2014 compared to the three months ended September 30, 2013, was due to an increase in non-interest expense of \$232,000, or 5.1%, an increase in the provision for loan losses of \$15,000, or 7.1%, and an increase in income tax expense of \$319,000, or 277.4%, offset by the \$380,000, or 8.2%, increase in net interest income and an increase of \$135,000, or 17.7%, in non-interest income.

## Analysis of Net Interest Income

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends on the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them.

The following table sets forth average balances, interest income and expense and yields earned or rates paid on the major categories of assets and liabilities for the periods indicated. The average yields and costs are derived by dividing interest income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively. The yields and costs are annualized. Average balances are derived from average daily balances. The yields and costs include fees which are considered adjustments to yields. Loan interest and yield data does not include any accrued interest from non-accruing loans.



	For the Three Months Ended September 30, 2014				2013			
	Average Balance	Interest	Average Yield/ Rate		Average Balance	Interest	Average Yield/ Rate	
	(Dollars in Thousands)							
Interest-earning assets:								
Investments (1)	\$39,239	\$643	6.50	%	\$67,593	\$691	4.06	%
Loans:								
Residential real estate loans	116,206	1,126	3.84	%	114,580	1,165	4.03	%
Home equity	32,339	281	3.45	%	32,049	290	3.59	%
Commercial real estate loans	228,383	2,702	4.69	%	185,479	2,416	5.17	%
Residential construction	7,789	77	3.92	%	4,067	45	4.39	%
Commercial construction	44,012	452	4.07	%	32,369	363	4.45	%
Consumer loans	2,561	41	6.35	%	2,351	39	6.58	%
Commercial and industrial loans	83,333	860	4.09	%	91,157	954	4.15	%
Loans, net (2)	514,623	5,539	4.27	%	462,052	5,272	4.53	%
Other interest-earning assets	9,970	5	0.20	%	21,798	14	0.25	%
Total interest-earning assets	563,832	6,187	4.35	%	551,443	5,977	4.30	%
Non-interest earning assets	39,585				37,965			
Total assets	\$603,417				\$589,408			
Interest-bearing liabilities:								
Deposits:								
Money market accounts	\$110,555	\$80	0.29	%	\$127,065	\$100	0.31	%
Savings accounts (3)	50,431	13	0.10	%	50,174	13	0.10	%
NOW accounts	41,810	72	0.68	%	40,109	90	0.88	%
Certificates of deposit	155,875	505	1.29	%	168,253	696	1.64	%
Total interest-bearing deposits	358,671	670	0.74	%	385,601	899	0.92	%
Federal Home Loan Bank advances	63,526	243	1.52	%	27,153	168	2.45	%
Securities sold under agreement to repurchase	—	—	—	%	8,155	2	0.10	%
Total interest-bearing borrowings	63,526	243	1.52	%	35,308	170	1.91	%
Total interest-bearing liabilities	422,197	913	0.86	%	420,909	1,069	1.01	%
Demand deposits	90,862				76,059			
Other non-interest bearing liabilities	577				861			
Total liabilities	513,636				497,829			
Total stockholders' equity	89,781				91,579			
Total liabilities and stockholders' equity	\$603,417				\$589,408			
Net interest-earning assets	\$141,635				\$130,534			
Tax equivalent net interest income/interest rate spread (4)		5,274	3.49	%		4,908	3.29	%
Tax equivalent net interest margin (5) (net interest income as a percentage of interest-earning assets)			3.71	%			3.53	%
Ratio of interest-earning assets to interest-bearing liabilities			133.55	%			131.01	%
Less: tax equivalent adjustment (1)		(253 )				(267 )		
		\$5,021				\$4,641		

Net interest income as reported in statement of operations

Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 41%.

(1) The tax equivalent adjustment is deducted from the tax equivalent net interest income to agree to the amount reported on the statement of income. See 'Explanation of Use of Non-GAAP Financial Measurements'.

(2) Loans, net excludes loans held for sale and the allowance for loan losses and includes nonperforming loans.

(3) Savings accounts include mortgagors' escrow deposits.

Tax equivalent interest rate spread represents the difference between the weighted average yield on interest-earning

(4) assets and the weighted average cost of interest-bearing liabilities. See 'Explanation of Use of Non-GAAP Financial Measurements'.

(5) See 'Explanation of Use of Non-GAAP Financial Measurements.'

The following table presents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's tax equivalent interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (changes in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

	Three Months Ended September 30, 2014 compared to 2013		
	Increase (Decrease)		
	Due to		
	Volume	Rate	Net
	(Dollars in Thousands)		
Interest-earning assets:			
Investment securities (1)	\$(698 )	\$650	\$(48 )
Loans:			
Residential real estate loans	41	(80 )	(39 )
Home equity	7	(16 )	(9 )
Commercial real estate loans	834	(548 )	286
Residential construction	46	(14 )	32
Commercial construction	171	(82 )	89
Consumer loans	6	(4 )	2
Commercial and industrial loans	(81 )	(13 )	(94 )
Total loans	1,024	(757 )	267
Other interest-earning assets	(7 )	(2 )	(9 )
Total interest-earning assets (2)	\$319	\$(109 )	\$210
Interest-bearing liabilities:			
Deposits:			
Money market accounts	\$(12 )	\$(8 )	\$(20 )
Savings accounts (2)	—	—	—
NOW accounts	4	(22 )	(18 )
Certificates of deposit	(48 )	(143 )	(191 )
Total interest-bearing deposits	(56 )	(173 )	(229 )
Federal Home Loan Bank advances	159	(84 )	75
Securities sold under agreement to repurchase	(1 )	(1 )	(2 )
Total interest-bearing borrowings	158	(85 )	73
Total interest-bearing liabilities	102	(258 )	(156 )
Increase (decrease) in net interest income (3)	\$217	\$149	\$366

(1) The changes in state and municipal income are reflected on a tax equivalent basis using a tax rate of 41%.

(2) Includes interest on mortgagors' escrow deposits.

(3) The changes in interest income and net interest income are reflected on a tax equivalent basis and thus do not correspond to the statement of operations.

Net interest income, on a tax equivalent basis, increased \$366,000, or 7.5%, to \$5.3 million for the three months ended September 30, 2014, mainly driven by the decrease in the cost of funds. Net interest margin, on a tax equivalent basis, increased 18 basis points from 3.53% for the three months ended September 30, 2013 to 3.71% for the three months ended September 30, 2014.

Interest and dividend income, on a tax equivalent basis, increased \$210,000, or 3.5%, from \$6.0 million for the three months ended September 30, 2013 to \$6.2 million for the three months ended September 30, 2014. Average interest-earning assets increased \$12.4 million, or 2.2%, from \$551.4 million at September 30, 2013 to \$563.8 million at September 30, 2014. Average loans increased \$52.6 million, or 11.4%, primarily due to the increase in average commercial real estate loans of \$42.9 million, or 23.1%.

Average investment securities decreased \$28.4 million, or 41.9%, for the period due to the maturities in the U.S. Treasury and certificate of deposit investment portfolio. Other interest earning assets, consisting of overnight fed funds, decreased \$11.8 million, or 54.3%. The tax equivalent yield on average interest-earning assets increased 5 basis points to 4.35% for the three months ended September 30, 2014.

Total interest expense decreased \$156,000, or 14.6%, to \$913,000 for the three months ended September 30, 2014 from \$1.1 million for the three months ended September 30, 2013, due to the \$229,000, or 25.5%, decrease in deposit costs, partially offset by an increase in cost of FHLB advances of \$75,000, or 44.6%. Average interest-bearing liabilities increased \$1.3 million, or 0.3%, to \$422.2 million for the three months ended September 30, 2014 from \$420.9 million for the three months ended September 30, 2013. Rates paid on average interest-bearing liabilities declined 15 basis points from 1.01% for the three months ended September 30, 2013 to 0.86% for the three months ended September 30, 2014. The lower interest rate environment and management's strategic decision not to renew higher cost short-term time deposits led to a decrease in rates paid for certificates of deposit of 35 basis points from 1.64% at September 30, 2013 to 1.29% at September 30, 2014.

#### Provision for Loan Losses

The provision for loan losses increased \$15,000, or 7.1%, to \$227,000, for the three months ended September 30, 2014, compared to the three months ended September 30, 2013. Nonperforming loans increased \$4.7 million, or 66.1%, from \$7.2 million, or 1.54% of total loans, at September 30, 2013, to \$11.9 million, or 2.32% of total loans, at September 30, 2014. Total nonperforming assets increased \$5.3 million, or 68.8%, from \$7.7 million, or 1.27% of total assets, at September 30, 2013, to \$13.0 million, or 2.08% of total assets, at September 30, 2014. The allowance for loan losses as a percentage of total loans increased from 0.95% at September 30, 2013 to 0.96% at September 30, 2014. The allowance for loan losses as a percentage of nonperforming loans decreased from 61.8% at September 30, 2013 to 41.4% at September 30, 2014, primarily due to the charge offs taken on loans that have become nonperforming.

#### Non-Interest Income

For the three months ended September 30, 2014, non-interest income increased \$135,000, or 17.7% to \$899,000 compared to the three months ended September 30, 2013. The increase was primarily due to the decrease of \$99,000, or 106.5%, from losses on the sale of other real estate owned (OREO), and an increase of \$49,000, or 7.1%, in service charges, fees and commissions, primarily due to seasonal activity in commercial deposit accounts. These improvements were partially offset by a decrease in income from loan sales and servicing of \$12,000, or 17.1%, due to a lower volume of mortgage origination activity.

#### Non-Interest Expenses

Non-interest expense increased \$232,000, or 5.1% to \$4.7 million for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. The increase in non-interest expense was due to the increase in professional fees of \$112,000, or 70.4%, an increase of \$78,000, or 127.9%, in foreclosure and loan collection related expenses, an increase of \$63,000, or 118.9%, in FDIC insurance expense, an increase of \$23,000, or 7.3%, in data processing, and an increase of \$80,000, or 14.8%, in other non-interest expense, partially offset by the \$72,000, or 2.8%, decrease in salaries and benefits, a decrease of \$24,000, or 14.6%, in advertising expense, a decrease of \$19,000, or 4.9%, in occupancy expense and a \$12,000, or 6.2%, decrease in furniture and equipment expense.

Income Taxes

Income tax expense increased from \$115,000 for the three months ended September 30, 2013 to \$434,000 for the three months ended September 30, 2014. The year-to-date effective tax rate included the tax benefit of the loss as well as the tax benefit related to income from tax-advantaged investments, resulting in a rate significantly different from that for 2013 in which there was net income and a corresponding tax expense before consideration of income from tax-advantaged investments.

Comparison of Operating Results for the Nine Months Ended September 30, 2014 and 2013

General

The Company reported a net loss of \$876,000, or \$0.17 loss per share, for the nine months ended September 30, 2014, compared to net income of \$1.9 million, or \$0.37 earnings per share, for the same period in 2013. The net loss for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013, was due to the \$4.9 million increase in the provision for loan losses primarily related to three loan relationships (see "Nonperforming Assets"), a decrease of \$193,000, or 8.1%, in non-interest income and an increase of \$256,000, or 1.9%, in non-interest expense, partially offset by the \$551,000, or 3.9%, increase in net interest income and a tax benefit of \$1.6 million for the nine months ended September 30, 2014, compared to a tax expense of \$476,000 for the nine months ended September 30, 2013. The tax benefit was the result of a change in the effective tax rate, projected loss due to the increase in the provision for loan losses, as well as the benefit of the tax-exempt investment income.

Analysis of Net Interest Income

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends on the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them.

The following table sets forth average balances, interest income and expense and yields earned or rates paid on the major categories of assets and liabilities for the periods indicated. The average yields and costs are derived by dividing interest income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively. The yields and costs are annualized. Average balances are derived from average daily balances. The yields and costs include fees which are considered adjustments to yields. Loan interest and yield data does not include any accrued interest from non-accruing loans.

	For the Nine Months Ended September 30, 2014			2013				
	Average Balance	Interest	Average Yield/ Rate	Average Balance	Interest	Average Yield/ Rate		
(Dollars in Thousands)								
Interest-earning assets:								
Investments (1)	\$43,247	\$1,972	6.10	% \$66,826	\$2,074	4.15	%	
Loans:								
Residential real estate loans	114,669	3,358	3.92	% 115,575	3,586	4.15	%	
Home equity	32,081	841	3.50	% 31,734	865	3.64	%	
Commercial real estate loans	220,199	7,828	4.75	% 186,794	7,430	5.32	%	
Residential construction	7,254	219	4.04	% 4,430	137	4.13	%	
Commercial construction	42,298	1,310	4.14	% 34,016	1,161	4.56	%	
Consumer loans	2,412	117	6.49	% 2,362	116	6.57	%	
Commercial and industrial loans	83,073	2,442	3.93	% 86,856	2,785	4.29	%	
Loans, net (2)	501,986	16,115	4.29	% 461,767	16,080	4.66	%	
Other interest-earning assets	13,655	23	0.23	% 22,722	44	0.26	%	
Total interest-earning assets	558,888	18,110	4.33	% 551,315	18,198	4.41	%	
Non-interest earning assets	37,205			37,311				
Total assets	\$596,093			\$588,626				
Interest-bearing liabilities:								
Deposits:								
Money market accounts	\$112,242	\$258	0.31	% \$121,786	\$287	0.32	%	
Savings accounts (3)	50,269	39	0.10	% 49,665	38	0.10	%	
NOW accounts	41,667	253	0.81	% 39,186	280	0.96	%	
Certificates of deposit	155,530	1,539	1.32	% 173,700	2,218	1.71	%	
Total interest-bearing deposits	359,708	2,089	0.78	% 384,337	2,823	0.98	%	
Federal Home Loan Bank advances	54,515	672	1.65	% 29,460	537	2.44	%	
Securities sold under agreement to repurchase	—	—	—	% 9,684	9	0.12	%	
Total interest-bearing borrowings	54,515	672	1.65	% 39,144	546	1.86	%	
Total interest-bearing liabilities	414,223	2,761	0.89	% 423,481	3,369	1.06	%	
Demand deposits	90,178			73,072				
Other non-interest bearing liabilities	511			843				
Total liabilities	504,912			497,396				
Total stockholders' equity	91,181			91,230				
Total liabilities and stockholders' equity	\$596,093			\$588,626				
Net interest-earning assets	\$144,665			\$127,834				
Tax equivalent net interest income/interest rate spread (4)		15,349	3.44	%	14,829	3.35	%	
Tax equivalent net interest margin (5) (net interest income as a percentage of interest-earning assets)			3.67	%		3.60	%	
Ratio of interest-earning assets to interest-bearing liabilities			134.92	%		130.19	%	
Less: tax equivalent adjustment (1)		(768 )			(799 )			
		\$14,581			\$14,030			



Net interest income as reported in statement of operations

Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 41%.

(1) The tax equivalent adjustment is deducted from the tax equivalent net interest income to agree to the amount reported on the statement of income. See 'Explanation of Use of Non-GAAP Financial Measurements'.

(2) Loans, net excludes loans held for sale and the allowance for loan losses and includes nonperforming loans.

(3) Savings accounts include mortgagors' escrow deposits.

Tax equivalent interest rate spread represents the difference between the weighted average yield on interest-earning

(4) assets and the weighted average cost of interest-bearing liabilities. See 'Explanation of Use of Non-GAAP Financial Measurements'.

(5) See 'Explanation of Use of Non-GAAP Financial Measurements.'

The following table presents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's tax equivalent interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (changes in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

	Nine Months Ended September 30, 2014 compared to 2013		
	Increase (Decrease)		
	Due to		
	Volume	Rate	Net
	(Dollars in Thousands)		
Interest-earning assets:			
Investment securities (1)	\$(602 )	\$500	\$(102 )
Loans:			
Residential real estate loans	(28 )	(200 )	(228 )
Home equity	4	(28 )	(24 )
Commercial real estate loans	912	(514 )	398
Residential construction	83	(1 )	82
Commercial construction	212	(63 )	149
Consumer loans	2	(1 )	1
Commercial and industrial loans	(118 )	(225 )	(343 )
Total loans	1,067	(1,032 )	35
Other interest-earning assets	(17 )	(4 )	(21 )
Total interest-earning assets (2)	\$448	\$(536 )	\$(88 )
Interest-bearing liabilities:			
Deposits:			
Money market accounts	\$(22 )	\$(7 )	\$(29 )
Savings accounts (2)	1	—	1
NOW accounts	17	(44 )	(27 )
Certificates of deposit	(215 )	(464 )	(679 )
Total interest-bearing deposits	(219 )	(515 )	(734 )
Federal Home Loan Bank stock	353	(218 )	135
Securities sold under agreement to repurchase	(4 )	(5 )	(9 )
Total interest-bearing borrowings	349	(223 )	126
Total interest-bearing liabilities	130	(738 )	(608 )
Increase (decrease) in net interest income (3)	\$318	\$202	\$520

(1) The changes in state and municipal income are reflected on a tax equivalent basis using a tax rate of 41%.

(2) Includes interest on mortgagors' escrow deposits.

(3) The changes in interest income and net interest income are reflected on a tax equivalent basis and thus do not correspond to the statement of operations.

Net interest income, on a tax equivalent basis, increased \$520,000, or 3.5%, to \$15.3 million for the nine months ended September 30, 2014, compared to the nine months ended September 30, 2013. Net interest margin, on a tax equivalent basis, increased 7 basis points from 3.60% for the three months ended September 30, 2013 to 3.67% for the nine months ended September 30, 2014.

Interest and dividend income, on a tax equivalent basis, decreased \$88,000, 0.5%, from \$18.2 million for the nine months ended September 30, 2013 to \$18.1 million for the nine months ended September 30, 2014. Average interest-earning assets increased \$7.6 million, or 1.4%, from \$551.3 million at September 30, 2013 to \$558.9 million at September 30, 2014. Average loans increased \$40.2 million, or 8.7%, primarily due to the increase in average commercial real estate loans of \$33.4 million, or 17.9%.

Average investment securities decreased \$23.6 million, or 35.3%, for the period due to the maturities in the U.S. Treasury and certificate of deposit investment portfolio. Other interest earning assets, consisting of overnight fed funds, decreased \$9.1 million, or 39.9%. The tax equivalent yield on average interest-earning assets decreased 8 basis points to 4.33% for the nine months ended September 30, 2014, primarily as a result of lower market rates of interest.

Total interest expense decreased \$608,000, or 18.0%, to \$2.8 million for the nine months ended September 30, 2014 from \$3.4 million for the nine months ended September 30, 2013, due to the \$734,000, or 26.0%, decrease in deposit costs. Average interest-bearing liabilities decreased \$9.3 million, or 2.2%, to \$414.2 million for the nine months ended September 30, 2014 from \$423.5 million for the nine months ended September 30, 2013. Rates paid on average interest-bearing liabilities declined 17 basis points from 1.06% for the nine months ended September 30, 2013 to 0.89% for the nine months ended September 30, 2014. The lower interest rate environment and management's strategic decision not to renew higher cost short term time deposits led to a decrease in rates paid for certificates of deposit of 39 basis points from 1.71% at September 30, 2013 to 1.32% for the nine months ended September 30, 2014. The cost of FHLB advances decreased 79 basis points from 2.44% for the nine months ended September 30, 2013 to 1.65% for the nine months ended September 30, 2014.

#### Provision for Loan Losses

The provision for loan losses increased \$4.9 million from \$270,000 for the nine months ended September 30, 2013 to \$5.2 million for the nine months ended September 30, 2014. For the nine months ended September 30, 2014, net charge-offs increased \$4.7 million from \$195,000, or 0.04% of total average loans, for the nine months ended September 30, 2013, to \$4.9 million, or 0.97% of total average loans. The increases in the provision for loan losses and net charge-offs were primarily related to three loan relationships (see "Nonperforming Assets"). Nonperforming loans increased \$4.7 million, or 66.1%, from \$7.2 million, or 1.54% of total loans, at September 30, 2013, to \$11.9 million, or 2.32% of total loans, at September 30, 2014. The allowance for loan losses as a percentage of total loans increased from 0.95% at September 30, 2013 to 0.96% at September 30, 2014. The allowance for loan losses as a percentage of nonperforming loans decreased from 61.8% at September 30, 2013 to 41.4% at September 30, 2014.

#### Non-Interest Income

Non-interest income decreased \$193,000, or 8.1%, from \$2.4 million for the nine months ended September 30, 2013 to \$2.2 million for the nine months ended September 30, 2014. Income from loan sales and servicing decreased \$392,000, or 70.1%, due to a lower volume of mortgage origination activity as a result of an increase in interest rates, other non-interest income decreased \$24,000, or 100%, and income from bank owned life insurance decreased \$7,000, or 2.5%. These decreases were partially offset by increases in income from customer service fees, charges and commissions of \$117,000, or 6.9%, a \$34,000 gain on the sale of available-for-sale securities and a decrease of \$79,000, or 51.3%, in OREO losses and write downs to current market values

#### Non-Interest Expenses

Non-interest expense of \$14.1 million for the nine months ended September 30, 2014 increased \$256,000, or 1.9%, from the nine months ended September 30, 2013. The increase was primarily due to the increase of \$301,000, or 358.3%, in foreclosure and loan collection related expenses, an increase of \$117,000, or 12.6%, in data processing expense, an increase of \$128,000, or 71.5%, in FDIC insurance expense, an increase of \$100,000, or 18.9%, in professional fees, an increase of \$12,000, or 1.0%, in occupancy expense and an increase of \$17,000, or 3.7%, in advertising expense. These increased expenses were partly offset by a decrease in salaries and benefits of \$175,000, or

2.3%, a decrease in other non-interest expense of \$126,000, or 6.5%, a decrease in furniture and equipment of \$99,000, or 15.6%, and a decrease in stationery, supplies and postage of \$19,000, or 9.0%.

#### Income Taxes

Income tax expense changed from a tax expense of \$476,000 for the nine months ended September 30, 2013 to a tax benefit of \$1.6 million for the nine months ended September 30, 2014. The tax benefit was the result of a change in the tax effective rate, the net loss due to the increase in the provision for loan losses, as well as the benefit of the tax-exempt investment income.

## Explanation of Use of Non-GAAP Financial Measurements

We believe that it is common practice in the banking industry to present interest income and related yield information on tax exempt securities on a tax-equivalent basis and that such information is useful to investors because it facilitates comparisons among financial institutions. However, the adjustment of interest income and yields on tax exempt securities to a tax equivalent amount may be considered to include financial information that is not in compliance with GAAP. A reconciliation from GAAP to non-GAAP is provided below.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014		2013		2014		2013	
	(Dollars in Thousands)							
	Interest	Average Yield	Interest	Average Yield	Interest	Average Yield	Interest	Average Yield
Investment securities (no tax adjustment)	\$390	3.94 %	\$424	2.49 %	\$1,204	3.72 %	\$1,275	2.55 %
Tax equivalent adjustment (1)	253		267		768		799	
Investment securities (tax equivalent basis)	\$643	6.50 %	\$691	4.06 %	\$1,972	6.10 %	\$2,074	4.15 %
Net interest income (no tax adjustment)	\$5,021		\$4,641		\$14,581		\$14,030	
Tax equivalent adjustment (1)	253		267		768		799	
Net interest income (tax equivalent basis)	\$5,274		\$4,908		\$15,349		\$14,829	
Interest rate spread (no tax adjustment)		3.32 %		3.10 %		3.26 %		3.16 %
Net interest margin (no tax adjustment)		3.53 %		3.34 %		3.49 %		3.40 %

(1) The tax equivalent adjustment is based on a combined federal and state tax rate of 41% for all periods presented.

## Liquidity Management

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan repayments, maturities and sales of securities, borrowings from the FHLB and securities sold under agreements to repurchase. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. Prepayment rates can have a significant impact on interest income. Because of the large percentage of loans we hold, rising or falling interest rates have a significant impact on the prepayment speeds of our earning assets that, in turn, affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. Our asset sensitivity would be reduced if prepayments slow and vice versa. While we believe these assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate actual loan repayment activity. Our short-term securities are primarily consisted of U.S. Treasury and government agencies, which we use primarily for collateral purposes for sweep accounts maintained by commercial customers. The balances of these securities fluctuate as the aggregate balance of our sweep accounts fluctuate.

We regularly adjust our investments in liquid assets based upon our assessment of: (1) expected loan demands; (2) expected deposit flows; (3) yields available on interest-earning deposits and securities; and (4) the objectives of our

asset/liability management policy.

Our most liquid assets are cash and cash equivalents. The levels of these assets depend on our operating, financing, lending and investing activities during any given period. At September 30, 2014, total cash and cash equivalents totaled \$45.4 million, net of reserve requirements.

In addition, at September 30, 2014, the Company had the ability to borrow a total of approximately \$111.3 million from the FHLB. On September 30, 2014, we had \$66.0 million of such borrowings outstanding. The Company's unused borrowing capacity with the Federal Reserve Bank of Boston was approximately \$43.3 million at September 30, 2014. In addition, we had the following available lines of credit to use as contingency funding sources: \$4.0 million with Banker's Bank Northeast and available Fed Funds to purchase of \$3.0 million.

Certificates of deposit due within one year of September 30, 2014 totaled \$93.0 million, or 59.18%, of our certificates of deposit. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit

and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before September 30, 2015. We believe, however, based on past experience that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

### Capital Management

We are subject to various regulatory capital requirements administered by the Federal Deposit Insurance Corporation (FDIC), including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At September 30, 2014, the Company exceeded all of its regulatory capital requirements. The Company is considered “well capitalized” under regulatory guidelines. The Company is subject to the Federal Reserve Board’s capital adequacy guidelines for bank holding companies (on a consolidated basis) substantially similar to those of the FDIC. The Company exceeded these requirements at September 30, 2014.

The Company’s and Bank’s actual capital amounts and ratios as of September 30, 2014 and December 31, 2013 are presented in the following tables:

	Actual		Minimum for Capital Adequacy Purposes		Minimum to be Well Capitalized Under Prompt Corrective Action Provisions			
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
As of September 30, 2014								
Total Capital to Risk Weighted Assets								
Company	\$93,513	18.1	% \$41,248	8.0	% N/A	N/A		
Bank	\$84,415	16.4	% \$41,080	8.0	% \$51,350	10.0	%	
Tier 1 Capital to Risk Weighted Assets								
Company	\$88,585	17.2	% \$20,624	4.0	% N/A	N/A		
Bank	\$79,487	15.5	% \$20,540	4.0	% \$30,810	6.0	%	
Tier 1 Capital to Average Assets								
Company	\$88,585	14.9	% \$23,850	4.0	% N/A	N/A		
Bank	\$79,487	13.2	% \$24,053	4.0	% \$30,066	5.0	%	
As of December 31, 2013								
Total Capital to Risk Weighted Assets								
Company	\$96,446	19.6	% \$39,424	8.0	% N/A	N/A		
Bank	\$85,931	17.5	% \$39,339	8.0	% \$49,173	10.0	%	
Tier 1 Capital to Risk Weighted Assets								
Company	\$91,814	18.6	% \$19,712	4.0	% N/A	N/A		



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Bank	\$81,299	16.5	%	\$19,669	4.0	%	\$29,504	6.0	%
Tier 1 Capital to Average Assets									
Company	\$91,814	15.8	%	\$23,210	4.0	%	N/A	N/A	
Bank	\$81,299	14.0	%	\$23,172	4.0	%	\$28,965	5.0	%

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In July 2013, the FDIC and the other federal bank regulatory agencies issued a final rule that will revise their leverage and risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act. Among other things, the rule establishes a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets), increases the minimum Tier 1 capital to risk-based assets requirement (from 4% to 6% of risk-weighted assets) and assigns a higher risk weight (150%) to exposures that are more than 90 days past due or are on nonaccrual status and to certain commercial real estate facilities that finance the acquisition, development or construction of real property. The final rule also requires unrealized gains and losses on certain “available-for-sale” securities holdings to be included for purposes of calculating regulatory capital unless a one-time opt-out is exercised. The rule limits a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements. The final rule becomes effective for the Company and the Bank on January 1, 2015. The capital conservation buffer requirement will be phased in beginning January 1, 2016 and ending January 1, 2019, when the full capital conservation buffer requirement will be effective.

#### Restrictions on Dividends

Dividends from Chicopee Bancorp, Inc. may depend, in part, upon receipt of dividends from the Bank. The subsidiary may pay dividends to its parent out of so much of its net income as the Bank’s directors deem appropriate, subject to the limitation that the total of all dividends declared by the Bank in any calendar year may not exceed the total of its net income of that year combined with its retained net income of the preceding two years and subject to minimum regulatory capital requirements. The approval of the Massachusetts Commissioner of Banks is required if the total of all dividends declared in any calendar year exceeds the total of its net profits for that year combined with its retained net profits of the preceding two years. Net profits for this purpose means the remainder of all earnings from current operations plus actual recoveries on loans and investments and other assets after deducting from the total thereof all current operating expenses, actual losses, accrued dividends on preferred stock, if any and all federal and state taxes.

On January 24, 2014, the Company declared a cash dividend of \$0.07 per share payable on February 21, 2014.

On April 24, 2014, the Company declared a cash dividend of \$0.07 per share payable on May 21, 2014.

On July 24, 2014, the Company declared a cash dividend of \$0.07 per share payable on August 21, 2014.

On October 24, 2014 the Company declared a cash dividend of \$0.07 per share payable on November 20, 2014

#### Off-Balance Sheet Arrangements

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with GAAP, are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers’ requests for funding and take the form of loan commitments, letters of credit and lines of credit. We currently have no plans to engage in hedging activities in the future.

#### Credit-Related Financial Instruments

The Company is a party to credit related 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, standby letters of credit, and various financial instruments with off-balance-sheet risk. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

The Company's exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

The following financial instruments were outstanding whose contract amounts represent credit risk:

	September 30, 2014	December 31, 2013
Commitments to grant loans	\$43,716	\$17,904
Unfunded commitments for construction loans	16,276	29,339
Unfunded commitments under lines of credit	81,626	79,306
Standby letters of credit	1,001	1,311

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. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer. Collateral held varies but may include cash, securities, accounts receivable, inventory, property, plant and equipment, and real estate.

Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are uncollateralized, usually do not contain a specified maturity date, and may not be drawn upon to the total extent to which the Company is committed.

The Company does not issue any guarantees that would require liability recognition or disclosure, other than its standby letters of credit. The Company has issued conditional commitments in the form of standby letters of credit to guarantee payment on behalf of a customer and guarantee the performance of a customer to a third party. Standby letters of credit generally arise in connection with lending relationships. The credit risk involved in issuing these instruments is essentially the same as that involved in extending loans to customers. Contingent obligations under standby letters of credit totaled \$1.0 million and \$1.3 million at September 30, 2014 and December 31, 2013, respectively, and represent the maximum potential future payments the Company could be required to make. Typically, these instruments have terms of 12 months or less and expire unused; therefore, the total amounts do not necessarily represent future cash requirements. Each customer is evaluated individually for creditworthiness under the same underwriting standards used for commitments to extend credit and on-balance sheet instruments. The Company's policies governing loan collateral apply to standby letters of credit at the time of credit extension. Loan-to-value ratios are generally consistent with loan-to-value requirements for other commercial loans secured by similar types of collateral. The fair value of the Company's standby letters of credit at September 30, 2014 and December 31, 2013 was not significant.

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

#### Qualitative Aspects of Market Risk

We manage the interest rate sensitivity of our interest-bearing liabilities and interest-earning assets in an effort to minimize the adverse effects of changes in the interest rate environment. Deposit accounts typically react more quickly to changes in market interest rates than mortgage loans because of the shorter maturities of deposits. As a result, sharp increases in interest rates may adversely affect our earnings while decreases in interest rates may beneficially affect our earnings. To reduce the potential volatility of our earnings, we have sought to improve the match between asset and liability maturities and rates, while maintaining an acceptable interest rate spread. Our strategy for managing interest rate risk emphasizes: adjusting the maturities of borrowings; adjusting the investment

portfolio mix and duration; increasing our focus on shorter-term, adjustable-rate commercial and multi-family lending; selling fixed-rate mortgage loans; and periodically selling available-for-sale securities. We currently do not participate in hedging programs, interest rate swaps or other activities involving the use of derivative financial instruments.

We have an Asset/Liability Committee, which includes members of management, to communicate, coordinate and control all aspects involving asset/liability management. The committee reports to the Board of Directors of the Bank quarterly and establishes and monitors the volume, maturities, pricing and mix of assets and funding sources with the objective of managing assets and funding sources to provide results that are consistent with liquidity, growth, risk limits and profitability goals.

#### Quantitative Aspects of Market Risk

We analyze our interest rate sensitivity to manage the risk associated with interest rate movements through the use of interest income simulation. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are

“interest rate sensitive.” An asset or liability is said to be “interest rate sensitive” within a specific time period if it will mature or reprice within that time period.

Our goal is to manage asset and liability positions to moderate the effects of interest rate fluctuations on net interest income. Interest income simulations are completed quarterly and presented to the Asset/Liability Committee and Board of Directors of the Bank. The simulations provide an estimate of the impact of changes in interest rates on net interest income under a range of assumptions. The numerous assumptions used in the simulation process are reviewed by the Asset/Liability Committee and the Board of Directors of the Bank on a quarterly basis. Changes to these assumptions can significantly affect the results of the simulation. The simulation incorporates assumptions regarding the potential timing in the repricing of certain assets and liabilities when market rates change and the changes in spreads between different market rates. The simulation analysis incorporates management’s current assessment of the risk that pricing margins will change adversely over time due to competition or other factors.

Simulation analysis is only an estimate of our interest rate risk exposure at a particular point in time. We continually review the potential effect changes in interest rates could have on the repayment of rate sensitive assets and funding requirements of rate sensitive liabilities.

The table below sets forth an approximation of our exposure as a percentage of estimated net interest income for the next 12 month period using interest income simulation. The simulation uses projected repricing of assets and liabilities at September 30, 2014 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rates can have a significant impact on interest income simulation. Because of the large percentage of loans we hold, rising or falling interest rates have a significant impact on the prepayment speeds of our earning assets that, in turn, affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. Our asset sensitivity would be reduced if prepayments slow and vice versa. While we believe such assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate future mortgage-backed security and loan repayment activity.

The following table reflects changes in estimated net interest income for the Company at September 30, 2014 through September 30, 2015 under varying assumptions:

Changes in Interest Rates (Basis Points)	Percentage Change in Estimated Net Interest Income over Twelve Months
Up 500 - 24 months	0.3%
Up 400 - 24 months	0.7%
Up 300 - 12 months shock	3.1%
Up 200 - 12 months	0.7%
Up 100 - 12 months shock	1.3%
Base	
Down 100 - 12 months	(1.0)%

As indicated in the table above, the results of a 100 shock and 200 basis increment increase in interest rates is estimated to increase net interest income over a 12-month time horizon by 1.3% and 0.7%, respectively. A 300 basis point shock increase over 12-months is estimated to increase net interest income by 3.1%. A 400 basis point increase in market interest rates over a 24-month time horizon is estimated to increase net interest income by 0.7% and 500 basis point increase in market interest rates over a 24-month time horizon is estimated to decrease net interest income by 0.3% in the first twelve months. A 100 basis point gradual decrease over a 12-month time horizon is estimated to decrease net interest income by 1.0%.



Item 4. Controls and Procedures.

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in the Company's internal control over financial reporting during the three months ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to the financial condition and results of operations of the Company.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. Additional risks not presently known to us, or that we currently deem immaterial, may also adversely affect our business, financial condition or results of operations. At September 30, 2014, the risk factors for the Company have not changed materially from those reported in our 2013 Annual Report on Form 10-K. However, the risks described in our 2013 Annual Report on Form 10-K are not the only risks that we face.

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

On June 1, 2012, the Company announced that the Board of Directors authorized a Seventh Stock Repurchase Program (the "Seventh Stock Repurchase Program") for the purchase of up to 272,000 shares of the Company's stock, or 5% of the Company's then outstanding common stock. During the nine months ended September 30, 2014, the Company repurchased 134,915 shares of Company stock at an average price per share of \$16.38. The following table provides information regarding the Company's purchase of its equity securities during the three months ended September 30, 2014:





Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid Per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July 1-31, 2014	37,072	\$ 16.71	97,955	174,045
August 1-31, 2014	8,314	16.06	106,269	165,731
September 1-30, 2014	65,000	16.00	171,269	100,731
Total	110,386	\$ 16.24		

The Company may want to repurchase its shares under the Seventh Repurchase Program from time to time at prevailing prices in the open market, in block transactions or in privately negotiated transactions. Repurchases will be made under rule 10b-5(1) repurchase plans. The repurchased shares will be held by the Company as treasury stock and will be available for general corporate purposes.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

- 3.1 Articles of Incorporation of Chicopee Bancorp, Inc. (1)
- 3.2 Bylaws of Chicopee Bancorp, Inc. (2)
- 4.0 Stock Certificate of Chicopee Bancorp, Inc. (1)
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
- 32.0 Section 1350 Certification

The following financial information from Chicopee Bancorp Inc.'s Quarterly Report on Form 10-Q for the nine months ended September 30, 2014, formatted in XBRL (Extensible Business Reporting Language) includes: (i) the Consolidated Balance Sheets as of September 30, 2014 and December 31, 2013, (ii) the Consolidated Statements of Operations for each of the three and nine months ended September 30, 2014 and 2013, (iii) the Consolidated Statement of Comprehensive Income (Loss) for each of the three and nine months ended September 30, 2014 and 2013, (iv) the Consolidated Changes in Stockholders' Equity for the nine months ended September 30, 2014 and 2013, (v) the Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and 2013, and (vi) the Notes to Consolidated Financial Statements, tagged in summary and detail.

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- (1) Incorporated herein by reference to the Exhibits to the Company's Registration Statement on Form S-1 (File No. 333-132512), as amended, initially filed with the Securities and Exchange Commission on March 17, 2006.
  - (2) Incorporated herein by reference to Exhibit 3.2 to the Company's 8-K (File No. 000-51996) filed with the Securities and Exchange Commission on August 1, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHICOPEE BANCORP, INC.

Dated: November 10, 2014

By: /s/ William J. Wagner  
William J. Wagner  
Chairman of the Board, President and  
Chief Executive Officer  
(principal executive officer)

Dated: November 10, 2014

By: /s/ Guida R. Sajdak  
Guida R. Sajdak  
Senior Vice President,  
Chief Financial Officer and Treasurer  
(principal financial and chief  
accounting officer)