AUBURN NATIONAL BANCORPORATION, INC
Form 10-Q
May 01, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the quarterly period ended March 31, 2015

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

Commission File Number: 0-26486

Auburn National Bancorporation, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**63-0885779**
(State or other jurisdiction of	(I.R.S. Employer

incorporation or organization) Identification No.)

100 N. Gay Street

Auburn, Alabama 36830

(334) 821-9200

(Address and telephone number of principal executive offices)

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

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

Yes x No ¨

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

Yes x No ¨

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

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

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

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

Class	Outstanding at April 30, 2015
Common Stock, $0.01 par value per share	3,643,403 shares

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

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PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

(Unaudited)

(Dollars in thousands, except share data)	**March 31, 2015**	**December 31, 2014**
Assets:		
Cash and due from banks	$ 14,149	$ 12,856
Federal funds sold	46,345	68,507
Interest bearing bank deposits	35,279	2,140
Cash and cash equivalents	95,773	83,503
Securities available-for-sale	262,141	267,603
Loans held for sale	3,549	1,974
Loans, net of unearned income	396,613	402,954
Allowance for loan losses	(4,722)	(4,836)
Loans, net	391,891	398,118
Premises and equipment, net	10,939	10,807
Bank-owned life insurance	17,743	18,004
Other real estate owned	499	534
Other assets	7,689	8,688
Total assets	$ 790,224	$ 789,231
Liabilities:		
Deposits:		
Noninterest-bearing	$ 141,576	$ 130,160
Interest-bearing	556,760	563,230
Total deposits	698,336	693,390
Federal funds purchased and securities sold under agreements to repurchase	4,349	4,681
Long-term debt	7,217	12,217
Accrued expenses and other liabilities	2,778	3,144
Total liabilities	712,680	713,432

Stockholders equity:				
Preferred stock of $.01 par value; authorized 200,000 shares; no issued shares				
Common stock of $.01 par value; authorized 8,500,000 shares; issued 3,957,135 shares		39		39
Additional paid-in capital		3,764		3,763
Retained earnings		77,253		76,193
Accumulated other comprehensive income, net		3,127		2,443
Less treasury stock, at cost - 313,757 shares and 313,807 shares at March 31, 2015 and December 31, 2014, respectively		(6,639)		(6,639)
Total stockholders equity		77,544		75,799
Total liabilities and stockholders equity	$	790,224	$	789,231

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Earnings

(Unaudited)

(Dollars in thousands, except share and per share data)	Quarter ended March 31, 2015	2014
Interest income:		
Loans, including fees	$ 5,006	$ 4,790
Securities		
Taxable	1,040	1,176
Tax-exempt	651	627
Federal funds sold and interest bearing bank deposits	39	42
Total interest income	6,736	6,635
Interest expense:		
Deposits	1,102	1,257
Short-term borrowings	6	4
Long-term debt	105	104
Total interest expense	1,213	1,365
Net interest income	5,523	5,270
Provision for loan losses		(400)
Net interest income after provision for loan losses	5,523	5,670
Noninterest income:		
Service charges on deposit accounts	206	213
Mortgage lending	334	386
Bank-owned life insurance	401	126
Other	377	338
Securities gains (losses), net:		
Realized gains, net	3	26
Total other-than-temporary impairments		(333)
Total securities gains (losses), net	3	(307)
Total noninterest income	1,321	756
Noninterest expense:		
Salaries and benefits	2,268	2,281

Net occupancy and equipment		358		352
Professional fees		201		206
FDIC and other regulatory assessments		125		145
Other real estate owned, net		17		118
Prepayment penalties on long-term debt		362		
Other		983		846
Total noninterest expense		4,314		3,948
Earnings before income taxes		2,530		2,478
Income tax expense		668		657
Net earnings	$	1,862	$	1,821
Net earnings per share:				
Basic and diluted	$	0.51	$	0.50
Weighted average shares outstanding:				
Basic and diluted		3,643,365		3,643,161

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

(Unaudited)

	Quarter ended March 31,	
(Dollars in thousands)	**2015**	**2014**
Net earnings	$ 1,862	$ 1,821
Other comprehensive income, net of tax:		
Unrealized net holding gain on securities	686	2,565
Reclassification adjustment for net (gain) loss on securities recognized in net earnings	(2)	194
Other comprehensive income	684	2,759
Comprehensive income	$ 2,546	$ 4,580

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders Equity

(Unaudited)

(Dollars in thousands, except share data)	Common Stock Shares	Common Stock Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Treasury stock	Total
Balance, December 31, 2013	3,957,135	$ 39	$ 3,759	$ 71,879	$ (4,552)	$ (6,640)	$ 64,485
Net earnings				1,821			1,821
Other comprehensive income					2,759		2,759
Cash dividends paid ($0.215 per share)				(782)			(782)
Sale of treasury stock (55 shares)			1				1
Balance, March 31, 2014	3,957,135	$ 39	$ 3,760	$ 72,918	$ (1,793)	$ (6,640)	$ 68,284
Balance, December 31, 2014	3,957,135	$ 39	$ 3,763	$ 76,193	$ 2,443	$ (6,639)	$ 75,799
Net earnings				1,862			1,862
Other comprehensive income					684		684
Cash dividends paid ($0.22 per share)				(802)			(802)
Sale of treasury stock (50 shares)			1				1
Balance, March 31, 2015	3,957,135	$ 39	$ 3,764	$ 77,253	$ 3,127	$ (6,639)	$ 77,544

See accompanying notes to consolidated financial statements

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AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)

	Quarter ended March 31,	
(In thousands)	**2015**	**2014**
Cash flows from operating activities:		
Net earnings	$ 1,862	$ 1,821
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Provision for loan losses		(400)
Depreciation and amortization	242	182
Premium amortization and discount accretion, net	385	392
Net (gain) loss on securities available-for-sale	(3)	307
Net gain on sale of loans held for sale	(258)	(240)
Increase in MSR valuation allowance	10	
Net loss on other real estate owned	5	126
Loss on prepayment of long-term debt	362	
Loans originated for sale	(19,148)	(8,848)
Proceeds from sale of loans	17,720	10,037
Increase in cash surrender value of bank-owned life insurance	(125)	(126)
Income recognized from death benefit on bank-owned life insurance	(276)	
Net decrease in other assets	365	281
Net (decrease) increase in accrued expenses and other liabilities	(365)	45
Net cash provided by operating activities	776	3,577
Cash flows from investing activities:		
Proceeds from maturities of securities available-for-sale	7,760	10,119
Purchase of securities available-for-sale	(1,596)	(15,217)
Decrease in loans, net	6,227	5,717
Net purchases of premises and equipment	(230)	
Proceeds from bank-owned life insurance death benefit	662	
Decrease in FHLB stock	191	235
Proceeds from sale of other real estate owned	30	762
Net cash provided by investing activities	13,044	1,616
Cash flows from financing activities:		
Net increase (decrease) in noninterest-bearing deposits	11,416	(113)

Net (decrease) increase in interest-bearing deposits		(6,470)		18,357
Net decrease in federal funds purchased and securities sold under agreements to repurchase		(332)		(97)
Repayments or retirement of long-term debt		(5,362)		
Dividends paid		(802)		(782)
Net cash (used in) provided by financing activities		(1,550)		17,365
Net change in cash and cash equivalents		12,270		22,558
Cash and cash equivalents at beginning of period		83,503		54,222
Cash and cash equivalents at end of period	$	95,773	$	76,780
Supplemental disclosures of cash flow information:				
Cash paid during the period for:				
Interest	$	1,360	$	1,418
Income taxes		391		156
Supplemental disclosure of non-cash transactions:				
Real estate acquired through foreclosure				115

See accompanying notes to consolidated financial statements

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(Unaudited)

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

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

Basis of Presentation and Use of Estimates

The unaudited consolidated financial statements in this report have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information. Accordingly, these financial statements do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited consolidated financial statements include, in the opinion of management, all adjustments necessary to present a fair statement of the financial position and the results of operations for all periods presented. All such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results of operations that the Company and its subsidiaries may achieve for future interim periods or the entire year. For further information, refer to the consolidated financial statements and footnotes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2014.

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

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term include other-than-temporary impairment on investment securities, the determination of the allowance for loan losses, fair value of financial instruments, and the valuation of deferred tax assets and other real estate owned.

Reclassifications

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

Subsequent Events

The Company has evaluated the effects of events and transactions through the date of this filing that have occurred subsequent to March 31, 2015. The Company does not believe there were any material subsequent events during this period that would have required further recognition or disclosure in the unaudited consolidated financial statements

included in this report.

Accounting Developments

In the first quarter of 2015, the Company adopted new guidance related to the following Accounting Standards Updates (Updates or ASUs):

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

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

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

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

ASU 2014-14, *Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure.* Information about these pronouncements is described in more detail below.

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

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

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

ASU 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*, changes current accounting and expands secured borrowing accounting for repurchase-to-maturity transactions and repurchase financings. This guidance requires new disclosures for certain repurchase agreements and similar transactions that identify which items are accounted for as secured borrowings and which items are accounted for as sales. These changes were effective for the Company in the first quarter 2015. Adoption of this ASU did not have a material impact on the consolidated financial statements of the Company.

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NOTE 2: BASIC AND DILUTED EARNINGS PER SHARE

Basic net earnings per share is computed by dividing net earnings by the weighted average common shares outstanding for the quarters ended March 31, 2015 and 2014, respectively. Diluted net earnings per share reflect the potential dilution that could occur upon exercise of securities or other rights for, or convertible into, shares of the Company s common stock. At March 31, 2015 and 2014, respectively, the Company had no such securities or rights issued or outstanding, and therefore, no dilutive effect to consider for the diluted earnings per share calculation.

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

	Quarter ended March 31,	
(Dollars in thousands, except share and per share data)	**2015**	**2014**
Basic and diluted:		
Net earnings	$ 1,862	$ 1,821
Weighted average common shares outstanding	3,643,365	3,643,161
Earnings per share	$ 0.51	$ 0.50

NOTE 3: VARIABLE INTEREST ENTITIES

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

At March 31, 2015, the Company did not have any consolidated VIEs to disclose but did have one nonconsolidated VIE, discussed below.

Trust Preferred Securities

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

The following table summarizes VIEs that are not consolidated by the Company as of March 31, 2015.

(Dollars in thousands)	**Maximum Loss Exposure**	**Liability Recognized**	**Classification**

Type:			
Trust preferred issuances	N/A	$ 7,217	Long-term debt

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NOTE 4: SECURITIES

At March 31, 2015 and December 31, 2014, respectively, all securities within the scope of Accounting Standards Codification (ASC) 320, *Investments Debt and Equity Securities,* were classified as available-for-sale. The fair value and amortized cost for securities available-for-sale by contractual maturity at March 31, 2015 and December 31, 2014, respectively, are presented below.

(Dollars in thousands)	1 year or less	1 to 5 years	5 to 10 years	After 10 years	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost
March 31, 2015								
Agency obligations (a)	$	31,209	15,026	14,626	60,861	687	429	$ 60,603
Agency RMBS (a)		2,239	13,839	113,915	129,993	1,894	459	128,558
State and political subdivisions		502	14,782	56,003	71,287	3,319	54	68,022
Total available-for-sale	$	33,950	43,647	184,544	262,141	5,900	942	$ 257,183
December 31, 2014								
Agency obligations (a)	$	30,947	14,869	14,433	60,249	375	830	$ 60,704
Agency RMBS (a)			14,523	120,520	135,043	1,597	616	134,062
State and political subdivisions		502	15,520	56,289	72,311	3,379	34	68,966
Total available-for-sale	$	31,449	44,912	191,242	267,603	5,351	1,480	$ 263,732

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

Securities with aggregate fair values of $127.0 million and $132.2 million at March 31, 2015 and December 31, 2014, respectively, were pledged to secure public deposits, securities sold under agreements to repurchase, Federal Home Loan Bank (FHLB) advances, and for other purposes required or permitted by law.

Included in other assets are cost-method investments. The carrying amounts of cost-method investments were $1.4 million and $1.6 million at March 31, 2015 and December 31, 2014, respectively. Cost-method investments primarily include non-marketable equity investments, such as FHLB of Atlanta stock and Federal Reserve Bank (FRB) stock.

Gross Unrealized Losses and Fair Value

The fair values and gross unrealized losses on securities at March 31, 2015 and December 31, 2014, respectively, segregated by those securities that have been in an unrealized loss position for less than 12 months and 12 months or longer, are presented below.

(Dollars in thousands)	Less than 12 Months	12 Months or Longer	Total
	Fair		Fair

		Value	Unrealized Losses	Fair Value	Unrealized Losses		Value	Unrealized Losses
March 31, 2015:								
Agency obligations	$			24,527	429	$	24,527	429
Agency RMBS		25,838	164	20,287	295		46,125	459
State and political subdivisions		3,294	54				3,294	54
Total	$	29,132	218	44,814	724	$	73,946	942
December 31, 2014:								
Agency obligations	$			24,126	830	$	24,126	830
Agency RMBS		9,078	22	42,744	594		51,822	616
State and political subdivisions		4,257	34				4,257	34
Total	$	13,335	56	66,870	1,424	$	80,205	1,480

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

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

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

Agency obligations

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

Agency RMBS

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

Securities of U.S. states and political subdivisions

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

Cost-method investments

At March 31, 2015, cost-method investments with an aggregate cost of $1.4 million were not evaluated for impairment because the Company did not identify any events or changes in circumstances that may have a significant adverse effect on the fair value of these cost-method investments.

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

Other-Than-Temporarily Impaired Securities

Credit-impaired debt securities are debt securities where the Company has written down the amortized cost basis of a security for other-than-temporary impairment and the credit component of the loss is recognized in earnings. At March 31, 2015 and December 31, 2014, the Company had no credit-impaired debt securities and there were no additions or reductions in the credit loss component of credit-impaired debt securities during the quarters ended March 31, 2015 and March 31, 2014, respectively.

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Other-Than-Temporary Impairment

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

(Dollars in thousands)	**Quarter ended March 31,** **2015**	**2014**
Other-than-temporary impairment charges (included in earnings):		
Debt securities:		
Agency RMBS	$	$ 333
Total debt securities		333
Total other-than-temporary impairment charges (included in earnings)	$	$ 333
Other-than-temporary impairment on debt securities:		
Recorded as part of gross realized losses:		
Securities with intent to sell	$	$ 333
Total other-than-temporary impairment on debt securities	$	$ 333

Realized Gains and Losses

The following table presents the gross realized gains and losses on sales of securities.

(Dollars in thousands)	Quarter ended March 31, **2015**	**2014**
Gross realized gains	$ 3	$ 26
Realized gains, net	$ 3	$ 26

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NOTE 5: LOANS AND ALLOWANCE FOR LOAN LOSSES

(In thousands)	March 31, 2015	December 31, 2014
Commercial and industrial	$ 52,536	$ 54,329
Construction and land development	37,925	37,298
Commercial real estate:		
Owner occupied	43,356	52,296
Other	139,515	139,710
Total commercial real estate	182,871	192,006
Residential real estate:		
Consumer mortgage	65,997	66,489
Investment property	45,268	41,152
Total residential real estate	111,265	107,641
Consumer installment	12,478	12,335
Total loans	397,075	403,609
Less: unearned income	(462)	(655)
Loans, net of unearned income	$ 396,613	$ 402,954

Loans secured by real estate were approximately 83.6% of the Company s total loan portfolio at March 31, 2015. At March 31, 2015, the Company s geographic loan distribution was concentrated primarily in Lee County, Alabama and surrounding areas.

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

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

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

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

repayment is dependent upon the sale or refinance of the real estate collateral.

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

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

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

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

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

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

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

The following is a summary of current, accruing past due and nonaccrual loans by portfolio segment and class as of March 31, 2015 and December 31, 2014.

(In thousands)	Current	Accruing 30-89 Days Past Due	Accruing Greater than 90 days	Total Accruing Loans	Non-Accrual	Total Loans
March 31, 2015:						
Commercial and industrial	$ 52,401	82	2	52,485	51	$ 52,536
Construction and land development	36,988	319		37,307	618	37,925
Commercial real estate:						
Owner occupied	42,951			42,951	405	43,356
Other	139,515			139,515		139,515
Total commercial real estate	182,466			182,466	405	182,871
Residential real estate:						
Consumer mortgage	64,952	1,018		65,970	27	65,997
Investment property	44,719	399		45,118	150	45,268
Total residential real estate	109,671	1,417		111,088	177	111,265
Consumer installment	12,453	25		12,478		12,478
Total	$ 393,979	1,843	2	395,824	1,251	$ 397,075

December 31, 2014:						
Commercial and industrial	$ 54,106	168		54,274	55	$ 54,329
Construction and land development	36,483	210		36,693	605	37,298
Commercial real estate:						
Owner occupied	51,832	201		52,033	263	52,296
Other	139,710			139,710		139,710
Total commercial real estate	191,542	201		191,743	263	192,006
Residential real estate:						
Consumer mortgage	64,713	1,736		66,449	40	66,489
Investment property	40,503	495		40,998	154	41,152
Total residential real estate	105,216	2,231		107,447	194	107,641
Consumer installment	12,290	45		12,335		12,335
Total	$ 399,637	2,855		402,492	1,117	$ 403,609

Allowance for Loan Losses

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

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

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

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

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

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

The allocation of the allowance for loan losses begins with a process of estimating the probable losses inherent for these types of loans. The estimates for these loans are established by category and based on the Company s internal system of credit risk ratings and historical loss data. The estimated loan loss allocation rate for the Company s internal system of credit risk grades is based on its experience with similarly graded loans. For loan segments where the Company believes it does not have sufficient historical loss data, the Company may make adjustments based, in part, on loss rates of peer bank groups. At March 31, 2015 and December 31, 2014, and for the periods then ended, the Company adjusted its historical loss rates for the commercial real estate portfolio segment based, in part, on loss rates of peer bank groups.

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

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The Company regularly re-evaluates its practices in determining the allowance for loan losses. During 2014, the Company implemented certain refinements to its allowance for loan losses methodology in order to better capture the effects of the most recent economic cycle on the Company s loan loss experience. Beginning with the quarter ended June 30, 2014, the Company calculated average losses for all loan segments using a rolling 20 quarter historical period and continues to use this methodology.

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

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

						March 31, 2015
(In thousands)	**Commercial and industrial**	**Construction and land development**	**Commercial real estate**	**Residential real estate**	**Consumer installment**	**Total**
Quarter ended:						
Beginning balance	$ 639	974	1,928	1,119	176	$ 4,836
Charge-offs	(58)			(60)	(17)	(135)
Recoveries	1	5		14	1	21
Net (charge-offs) recoveries	(57)	5		(46)	(16)	(114)
Provision for loan losses	62	(149)	(40)	80	47	
Ending balance	$ 644	830	1,888	1,153	207	$ 4,722

						March 31, 2014
(In thousands)	**Commercial and industrial**	**Construction and land development**	**Commercial real estate**	**Residential real estate**	**Consumer installment**	**Total**
Quarter ended:						
Beginning balance	$ 386	366	3,186	1,114	216	5,268
Charge-offs		(236)		(31)	(36)	$ (303)
Recoveries	4	2	118	16	6	$ 146
Net recoveries (charge-offs)	4	(234)	118	(15)	(30)	(157)

Provision for loan losses	92	82	(811)	157	80	$ (400)
Ending balance	$ 482	214	2,493	1,256	266	$ 4,711

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The following table presents an analysis of the allowance for loan losses and recorded investment in loans by portfolio segment and impairment methodology as of March 31, 2015 and 2014.

	Collectively evaluated (1)			Individually evaluated (2)		Total	
(In thousands)		Allowance for loan losses	Recorded investment in loans	Allowance for loan losses	Recorded investment in loans	Allowance for loan losses	Recorded investment in loans
March 31, 2015:							
Commercial and industrial	$	644	52,475		61	644	52,536
Construction and land development		830	37,307		618	830	37,925
Commercial real estate		1,704	181,192	184	1,679	1,888	182,871
Residential real estate		1,153	110,356		909	1,153	111,265
Consumer installment		207	12,478			207	12,478
Total	$	4,538	393,808	184	3,267	4,722	397,075
March 31, 2014:							
Commercial and industrial	$	482	54,520		112	482	54,632
Construction and land development		214	29,904		1,371	214	31,275
Commercial real estate		2,314	176,548	179	2,173	2,493	178,721
Residential real estate		1,256	100,529		904	1,256	101,433
Consumer installment		266	11,766			266	11,766
Total	$	4,532	373,267	179	4,560	4,711	377,827

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

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Credit Quality Indicators

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

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

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

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

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

(In thousands)	Pass	Special Mention	Substandard Accruing	Nonaccrual	Total loans
March 31, 2015:					
Commercial and industrial	$ 47,816	4,284	385	51	$ 52,536
Construction and land development	36,505	34	768	618	37,925
Commercial real estate:					
Owner occupied	41,017	1,709	225	405	43,356
Other	136,637	2,223	655		139,515
Total commercial real estate	177,654	3,932	880	405	182,871
Residential real estate:					
Consumer mortgage	59,567	1,964	4,439	27	65,997
Investment property	43,342	533	1,243	150	45,268
Total residential real estate	102,909	2,497	5,682	177	111,265
Consumer installment	12,293	73	112		12,478
Total	$ 377,177	10,820	7,827	1,251	$ 397,075
December 31, 2014:					
Commercial and industrial	$ 49,550	4,348	376	55	$ 54,329
Construction and land development	35,911	226	556	605	37,298
Commercial real estate:					
Owner occupied	49,900	1,905	228	263	52,296

Other	136,801	2,253	656		139,710
Total commercial real estate	186,701	4,158	884	263	192,006
Residential real estate:					
Consumer mortgage	59,646	1,912	4,891	40	66,489
Investment property	39,348	624	1,026	154	41,152
Total residential real estate	98,994	2,536	5,917	194	107,641
Consumer installment	12,200	21	114		12,335
Total	$ 383,356	11,289	7,847	1,117	$ 403,609

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Impaired loans

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

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

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

The following tables set forth certain information regarding the Company s impaired loans that were individually evaluated for impairment at March 31, 2015 and December 31, 2014.

	March 31, 2015			
(In thousands)	**Unpaid principal balance (1)**	**Charge-offs and payments applied (2)**	**Recorded investment (3)**	**Related allowance**
With no allowance recorded:				
Commercial and industrial	$ 61		61	
Construction and land development	2,609	(1,991)	618	
Commercial real estate:				
Owner occupied	321	(70)	251	
Total commercial real estate	321	(70)	251	
Residential real estate:				
Consumer mortgages	928	(169)	759	
Investment property	179	(29)	150	
Total residential real estate	1,107	(198)	909	
Total	$ 4,098	(2,259)	1,839	
With allowance recorded:				
Commercial real estate:				
Owner occupied	836		836	92
Other	592		592	92
Total commercial real estate	1,428		1,428	184
Total	$ 1,428		1,428	$ 184

Total impaired loans	$	5,526	(2,259)	3,267	$	184

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

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	December 31, 2014			
(In thousands)	**Unpaid principal balance (1)**	**Charge-offs and payments applied (2)**	**Recorded investment (3)**	**Related allowance**
With no allowance recorded:				
Commercial and industrial	$ 70		70	
Construction and land development	2,822	(2,217)	605	
Commercial real estate:				
Owner occupied	331	(68)	263	
Total commercial real estate	331	(68)	263	
Residential real estate:				
Consumer mortgages	934	(192)	742	
Investment property	180	(26)	154	
Total residential real estate	1,114	(218)	896	
Total	$ 4,337	(2,503)	1,834	
With allowance recorded:				
Commercial real estate:				
Owner occupied	846		846	102
Other	591		591	92
Total commercial real estate	1,437		1,437	194
Total	$ 1,437		1,437	$ 194
Total impaired loans	$ 5,774	(2,503)	3,271	$ 194

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

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

	Quarter ended March 31, 2015		Quarter ended March 31, 2014	
(In thousands)	**Average recorded investment**	**Total interest income recognized**	**Average recorded investment**	**Total interest income recognized**
Impaired loans:				

Commercial and industrial	$ 67	$ 1	$ 116	$ 2
Construction and land development	616		1,508	
Commercial real estate:				
Owner occupied	1,099	12	1,648	12
Other	591	10	1,026	9
Total commercial real estate	1,690	22	2,674	21
Residential real estate:				
Consumer mortgages	751	15	742	
Investment property	153		170	
Total residential real estate	904	15	912	
Total	$ 3,277	$ 38	$ 5,210	$ 23

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Troubled Debt Restructurings

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

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

The following is a summary of accruing and nonaccrual TDRs, which are included in the impaired loan totals, and the related allowance for loan losses, by portfolio segment and class as of March 31, 2015 and December 31, 2014.

		TDRs		
(In thousands)	**Accruing**	**Nonaccrual**	**Total**	**Related Allowance**
March 31, 2015				
Commercial and industrial	$ 61		61	$
Construction and land development		618	618	
Commercial real estate:				
Owner occupied	836	251	1,087	92
Other	592		592	92
Total commercial real estate	1,428	251	1,679	184
Residential real estate:				
Consumer mortgages	759		759	
Investment property		150	150	
Total residential real estate	759	150	909	
Total	$ 2,248	1,019	3,267	$ 184
December 31, 2014				
Commercial and industrial	$ 70		70	$

Construction and land development		605	605	
Commercial real estate:				
Owner occupied	846	263	1,109	102
Other	591		591	92
Total commercial real estate	1,437	263	1,700	194
Residential real estate:				
Consumer mortgages	742		742	
Investment property		154	154	
Total residential real estate	742	154	896	
Total	$ 2,249	1,022	3,271	$ 194

At March 31, 2015, there were no significant outstanding commitments to advance additional funds to customers whose loans had been restructured.

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

(Dollars in thousands)	March 31, 2015 Number of contracts	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment	March 31, 2014 Number of contracts	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
TDRs:						
Construction and land development	1	$ 116	113		$	
Commercial real estate:						
Other	1	592	592			
Total commercial real estate	1	592	592			
Residential real estate:						
Total	2	$ 708	705		$	

The majority of the loans modified in a TDR during the quarters ended March 31, 2015 and 2014, respectively, included permitting delays in required payments of principal and/or interest or where the only concession granted by the Company was that the interest rate at renewal was considered to be less than a market rate.

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

(Dollars in thousands)	Quarter ended March 31, 2015 Number of Contracts	Recorded investment(1)	Quarter ended March 31, 2014 Number of Contracts	Recorded investment(1)
TDRs:				
Commercial real estate:				
Owner occupied	1	$ 261		$
Total commercial real estate	1	261		
Residential real estate:				
Investment property	1	150		
Total residential real estate	1	150		
Total	2	$ 411		$

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

NOTE 6: MORTGAGE SERVICING RIGHTS, NET

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

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

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

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The change in amortized MSRs and the related valuation allowance for the quarters ended March 31, 2015 and 2014 are presented below.

(Dollars in thousands)	Quarter ended March 31, 2015	2014
MSRs, net:		
Beginning balance	$ 2,388	$ 2,350
Additions, net	111	98
Amortization expense	(134)	(80)
Increase in MSR valuation allowance	(10)	
Ending balance	$ 2,355	$ 2,368
Valuation allowance included in MSRs, net:		
Beginning of period	$ 53	$
End of period	63	
Fair value of amortized MSRs:		
Beginning of period	$ 3,238	$ 3,452
End of period	3,066	3,886

NOTE 7: DERIVATIVE INSTRUMENTS

Financial derivatives are reported at fair value in other assets or other liabilities on the accompanying Consolidated Balance Sheets. The accounting for changes in the fair value of a derivative depends on whether it has been designated and qualifies as part of a hedging relationship. For derivatives not designated as part of a hedging relationship, the gain or loss is recognized in current earnings within other noninterest income on the accompanying consolidated statements of earnings. From time to time, the Company may enter into interest rate swaps (swaps) to facilitate customer transactions and meet their financing needs. Upon entering into these swaps, the Company enters into offsetting positions in order to minimize the risk to the Company. These swaps qualify as derivatives, but are not designated as hedging instruments.

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

A summary of the Company s interest rate swap agreements at March 31, 2015 and December 31, 2014 is presented below.

	Other Assets	Other Liabilities

(Dollars in thousands)	**Notional**	**Estimated Fair Value**	**Estimated Fair Value**
March 31, 2015:			
Pay fixed / receive variable	$ 4,579		613
Pay variable / receive fixed	4,579	613	
Total interest rate swap agreements	$ 9,158	613	613
December 31, 2014:			
Pay fixed / receive variable	$ 4,667		634
Pay variable / receive fixed	4,667	634	
Total interest rate swap agreements	$ 9,334	634	634

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NOTE 8: FAIR VALUE

Fair Value Hierarchy

Fair value is defined by ASC 820, *Fair Value Measurements and Disclosures*, as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for an asset or liability at the measurement date. GAAP establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs that are observable for the asset or liability, either directly or indirectly.

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

Level changes in fair value measurements

Transfers between levels of the fair value hierarchy are generally recognized at the end of the reporting period. The Company monitors the valuation techniques utilized for each category of financial assets and liabilities to ascertain when transfers between levels have been affected. The nature of the Company s financial assets and liabilities generally is such that transfers in and out of any level are expected to be infrequent. For the quarter ended March 31, 2015, there were no transfers between levels and no changes in valuation techniques for the Company s financial assets and liabilities.

Assets and liabilities measured at fair value on a recurring basis

Securities available-for-sale

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

Interest rate swap agreements

The carrying amount of interest rate swap agreements was included in other assets and accrued expenses and other liabilities on the accompanying consolidated balance sheets. The fair value measurements for our interest rate swap

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

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The following table presents the balances of the assets and liabilities measured at fair value on a recurring basis as of March 31, 2015 and December 31, 2014, respectively, by caption, on the accompanying consolidated balance sheets by ASC 820 valuation hierarchy (as described above).

(Dollars in thousands)	**Amount**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
March 31, 2015:				
Securities available-for-sale:				
Agency obligations	$ 60,861		60,861	
Agency RMBS	129,993		129,993	
State and political subdivisions	71,287		71,287	
Total securities available-for-sale	262,141		262,141	
Other assets [1]	613		613	
Total assets at fair value	$ 262,754		262,754	
Other liabilities[1]	$ 613		613	
Total liabilities at fair value	$ 613		613	
December 31, 2014:				
Securities available-for-sale:				
Agency obligations	$ 60,249		60,249	
Agency RMBS	135,043		135,043	
State and political subdivisions	72,311		72,311	
Total securities available-for-sale	267,603		267,603	
Other assets [1]	634		634	
Total assets at fair value	$ 268,237		268,237	
Other liabilities[1]	$ 634		634	
Total liabilities at fair value	$ 634		634	

[1] Represents the fair value of interest rate swap agreements.

Assets and liabilities measured at fair value on a nonrecurring basis

Loans held for sale

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

Impaired Loans

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

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

Other real estate owned

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

Mortgage servicing rights, net

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

The following table presents the balances of the assets and liabilities measured at fair value on a nonrecurring basis as of March 31, 2015 and December 31, 2014, respectively, by caption, on the accompanying consolidated balance sheets and by FASB ASC 820 valuation hierarchy (as described above):

(Dollars in thousands)		Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2015:					
Loans held for sale	$	3,549		3,549	
Loans, net[1]		3,083			3,083
Other real estate owned		499			499
Other assets [2]		2,355			2,355
Total assets at fair value	$	9,486		3,549	5,937
December 31, 2014:					
Loans held for sale	$	1,974		1,974	

Loans, net[1]	3,077		3,077
Other real estate owned	534		534
Other assets [2]	2,388		2,388
Total assets at fair value	$ 7,973	1,974	5,999

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

[2] Represents MSRs, net, carried at lower of cost or estimated fair value.

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Quantitative Disclosures for Level 3 Fair Value Measurements

At March 31, 2015, the Company had no Level 3 assets measured at fair value on a recurring basis. For Level 3 assets measured at fair value on a non-recurring basis at March 31, 2015, the significant unobservable inputs used in the fair value measurements are presented below.

(Dollars in thousands)	Carrying Amount	Valuation Technique	Significant Unobservable Input	Weighted Average of Input
Nonrecurring:				
Impaired loans	$ 3,083	Appraisal	Appraisal discounts (%)	16.9%
Other real estate owned	499	Appraisal	Appraisal discounts (%)	26.7%
Mortgage servicing rights, net	2,355	Discounted cash flow	Prepayment speed or CPR (%)	10.5%
			Discount rate (%)	10.0%

Fair Value of Financial Instruments

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

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

Loans, net

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

Loans held for sale

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

Time Deposits

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

Long-term debt

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

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The carrying value, related estimated fair value, and placement in the fair value hierarchy of the Company s financial instruments at March 31, 2015 and December 31, 2014 are presented below. This table excludes financial instruments for which the carrying amount approximates fair value. Financial assets for which fair value approximates carrying value included cash and cash equivalents. Financial liabilities for which fair value approximates carrying value included noninterest-bearing demand, interest-bearing demand, and savings deposits due to these products having no stated maturity. In addition, financial liabilities for which fair value approximates carrying value included overnight borrowings such as federal funds purchased and securities sold under agreements to repurchase.

	Carrying	Estimated	Fair Value Hierarchy		
			Level 1	Level 2	Level 3
(Dollars in thousands)	**amount**	**fair value**	**inputs**	**inputs**	**Inputs**
March 31, 2015:					
Financial Assets:					
Loans, net (1)	$ 391,891	$ 401,679	$	$	$ 401,679
Loans held for sale	3,549	3,647		3,647	
Financial Liabilities:					
Time Deposits	$ 238,670	$ 241,216	$	$ 241,216	$
Long-term debt	7,217	7,217		7,217	
December 31, 2014:					
Financial Assets:					
Loans, net (1)	$ 398,118	$ 407,839	$	$	$ 407,839
Loans held for sale	1,974	2,044		2,044	
Financial Liabilities:					
Time Deposits	$ 249,126	$ 251,365	$	$ 251,365	$
Long-term debt	12,217	12,558		12,558	

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

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

The following discussion and analysis is designed to provide a better understanding of various factors related to the results of operations and financial condition of the Auburn National Bancorporation, Inc. (the Company) and its wholly owned subsidiary, AuburnBank (the Bank). This discussion is intended to supplement and highlight information contained in the accompanying unaudited condensed consolidated financial statements and related notes for the quarters ended March 31, 2015 and 2014, as well as the information contained in our Annual Report on Form 10-K for the year ended December 31, 2014.

Special Notice Regarding Forward-Looking Statements

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

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

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

- the effects of future economic, business, and market conditions and changes, domestic and foreign, including seasonality;

- governmental monetary and fiscal policies;

- legislative and regulatory changes, including changes in banking, securities, and tax laws, regulations and rules and their application by our regulators, including capital and liquidity requirements, and changes in the scope and cost of FDIC insurance;

- changes in accounting policies, rules, and practices;

the risks of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest sensitive assets and liabilities, and the risks and uncertainty of the amounts realizable and the timing of dispositions of assets by the FDIC where we may have a participation or other interest;

changes in borrower credit risks and payment behaviors;

changes in the availability and cost of credit and capital in the financial markets, and the types of instruments that may be included as capital for regulatory purposes;

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

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

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

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

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

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

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

- the other factors and information in this report and other filings that we make with the SEC under the Exchange Act, including our Annual Report on Form 10-K for the year ended December 31, 2014 and subsequent quarterly and current reports. See Part II, Item 1A, RISK FACTORS .

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

Business

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

Summary of Results of Operations

	Quarter ended March 31,	
(Dollars in thousands, except per share data)	**2015**	**2014**

Net interest income (a)	$	5,858	$	5,594
Less: tax-equivalent adjustment		335		324
Net interest income (GAAP)		5,523		5,270
Noninterest income		1,321		756
Total revenue		6,844		6,026
Provision for loan losses				(400)
Noninterest expense		4,314		3,948
Income tax expense		668		657
Net earnings	$	1,862	$	1,821
Basic and diluted earnings per share	$	0.51	$	0.50

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

Financial Summary

The Company s net earnings were $1.9 million for the first quarter of 2015, compared to $1.8 million for the first quarter of 2014. Basic and diluted earnings per share were $0.51 per share for the first quarter of 2015, compared to $0.50 per share for the first quarter of 2014.

Net interest income (tax-equivalent) was $5.9 million for the first quarter of 2015, an increase of 5% compared to the first quarter of 2014. This increase reflects management s efforts to increase earnings by shifting the Company s asset mix through loan growth, focusing on deposit pricing, and repaying higher-cost wholesale funding. Average loans were $400.2 million in the first quarter of 2015, an increase of $22.8 million or 6%, from the first quarter of 2014. Average deposits were $705.7 million in the first quarter of 2015, an increase of $27.4 million or 4%, from the first quarter of 2014.

The Company recorded no provision for loan losses for the first quarter of 2015, compared to a negative provision of $0.4 million for the first quarter of 2014. Provision expense reflects the absolute level of loans, loan growth, the credit quality of the loan portfolio, and the amount of net charge-offs.

Noninterest income was $1.3 million for the first quarter of 2015, compared to $0.8 million in the first quarter of 2014. The increase was primarily due to an increase in income from bank-owned life insurance of $0.3 million related to death benefits recognized in the first quarter of 2015 and an increase in net securities gains (losses) of $0.3 million due to other-than-temporary impairment charges recognized in the first quarter of 2014 related to available-for-sale, agency residential mortgage-backed securities the Company intended to sell at March 31, 2014 and subsequently sold in early April 2014.

Noninterest expense was $4.3 million in the first quarter of 2015, compared to $3.9 million in the first quarter of 2014. The increase was primarily due to an increase in prepayment penalties on long-term debt. The Company incurred prepayment penalties of $0.4 million during the first quarter of 2015 when the company repaid $5.0 million of long-term debt with a weighted average interest rate of 3.59%, compared to none during the first quarter of 2014.

Income tax expense was $0.7 million for the first quarter of 2015 and 2014. The Company s income tax expense for the first quarter of 2015 reflects an effective income tax rate of 26.40%, compared to 26.51% for the first quarter of 2014. The Company s effective income tax rate is principally impacted by tax-exempt earnings from the Company s investments in municipal securities and bank-owned life insurance.

In the first quarter of 2015, the Company paid cash dividends of $0.8 million, or $0.22 per share. The Company s balance sheet remains well capitalized under current regulatory guidelines with a total risk-based capital ratio of 17.84% and a Tier 1 leverage ratio of 10.13% at March 31, 2015.

CRITICAL ACCOUNTING POLICIES

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

Allowance for Loan Losses

The Company assesses the adequacy of its allowance for loan losses prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolio, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect a borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the

loan portfolio, economic conditions, industry and peer bank loan loss rates, and other pertinent factors, including regulatory recommendations. This evaluation is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Loans are charged off, in whole or in part, when management believes that the full collectability of the loan is unlikely. A loan may be partially charged-off after a confirming event has occurred, which serves to validate that full repayment pursuant to the terms of the loan is unlikely.

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

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

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

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

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

The allocation of the allowance for loan losses begins with a process of estimating the probable losses inherent for these types of loans. The estimates for these loans are established by category and based on the Company s internal system of credit risk ratings and historical loss data. The estimated loan loss allocation rate for the Company s internal system of credit risk grades is based on its experience with similarly graded loans. For loan segments where the Company believes it does not have sufficient historical loss data, the Company may make adjustments based, in part, on loss rates of peer bank groups. At March 31, 2015 and December 31, 2014, and for the periods then ended, the Company adjusted its historical loss rates for the commercial real estate portfolio segment based, in part, on loss rates of peer bank groups.

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

The Company regularly re-evaluates its practices in determining the allowance for loan losses. During 2014, the Company implemented certain refinements to its allowance for loan losses methodology in order to better capture the effects of the most recent economic cycle on the Company s loan loss experience. Beginning with the quarter ended June 30, 2014, the Company calculated average losses for all loan segments using a rolling 20 quarter historical period and continues to use this methodology.

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

Assessment for Other-Than-Temporary Impairment of Securities

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

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

Fair Value Determination

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

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

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

Other Real Estate Owned

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

Deferred Tax Asset Valuation

A valuation allowance is recognized for a deferred tax asset if, based on the weight of available evidence, it is more-likely-than-not that some portion or the entire deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of taxable income over the last three years and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that we will realize the benefits of these deductible differences at March 31, 2015. The amount of the deferred tax assets considered realizable, however, could be reduced if estimates of future taxable income are reduced.

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RESULTS OF OPERATIONS

Average Balance Sheet and Interest Rates

	Quarter ended March 31,			
	2015		2014	
(Dollars in thousands)	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
Loans and loans held for sale	$ 403,109	5.04%	$ 378,780	5.13%
Securities - taxable	196,234	2.15%	206,630	2.31%
Securities - tax-exempt	68,034	5.88%	61,383	6.28%
Total securities	264,268	3.11%	268,013	3.22%
Federal funds sold	74,514	0.19%	55,120	0.18%
Interest bearing bank deposits	13,408	0.12%	7,700	0.90%
Total interest-earning assets	755,299	3.80%	709,613	3.98%
Deposits:				
NOW	114,675	0.30%	106,331	0.32%
Savings and money market	211,797	0.43%	189,601	0.51%
Certificates of deposits less than $100,000	95,460	1.08%	104,646	1.21%
Certificates of deposits and other time deposits of $100,000 or more	147,750	1.47%	157,431	1.60%
Total interest-bearing deposits	569,682	0.78%	558,009	0.91%
Short-term borrowings	4,661	0.52%	3,478	0.47%
Long-term debt	11,550	3.69%	12,217	3.45%
Total interest-bearing liabilities	585,893	0.84%	573,704	0.96%
Net interest income and margin (tax-equivalent)	$ 5,858	3.15%	$ 5,594	3.20%

Net Interest Income and Margin

Net interest income (tax-equivalent) was $5.9 million for the first quarter of 2015, compared to $5.6 million for the first quarter of 2014. This increase reflects management s efforts to increase earnings by shifting the Company s asset mix through loan growth, focusing on deposit pricing, and repaying higher-cost wholesale funding.

The tax-equivalent yield on total interest-earning assets decreased by 18 basis points in the first quarter of 2015 from the first quarter of 2014 to 3.80%. This decrease was primarily due to declining yields on securities and increased pricing competition for quality loan opportunities in our markets, which has limited the Company s ability to increase yields on new and renewed loans.

The cost of total interest-bearing liabilities decreased 12 basis points in the first quarter of 2015 from the first quarter of 2014 to 0.84%. The net decrease was largely a result of the continued shift in our funding mix, as we increased our lower-cost interest bearing demand deposits (NOW accounts), and savings and money market accounts and

concurrently reduced balances of higher-cost certificates of deposits and long-term debt.

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

Provision for Loan Losses

The provision for loan losses represents a charge to earnings necessary to provide an allowance for loan losses that management believes, based on its processes and estimates, should be adequate to provide for the probable losses on outstanding loans. The Company recorded no provision for loan losses for the first quarter of 2015, compared to a negative provision of $0.4 million for the first quarter of 2014. Provision expense reflects the absolute level of loans, loan growth, the credit quality of the loan portfolio, and the amount of net charge-offs.

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Based upon its assessment of the loan portfolio, management adjusts the allowance for loan losses to an amount it believes should be appropriate to adequately cover its estimate of probable losses in the loan portfolio. The Company s allowance for loan losses as a percentage of total loans was 1.19% at March 31, 2015, compared to 1.20% at December 31, 2014. While the policies and procedures used to estimate the allowance for loan losses, as well as the resulting provision for loan losses charged to operations, are considered adequate by management and are reviewed from time to time by our regulators, they are based on estimates and judgments and are therefore approximate and imprecise. Factors beyond our control (such as conditions in the local and national economy, local real estate markets, or industry conditions) may have a material adverse effect on our asset quality and the adequacy of our allowance for loan losses resulting in significant increases in the provision for loan losses.

Noninterest Income

	Quarter ended March 31,	
(Dollars in thousands)	**2015**	**2014**
Service charges on deposit accounts	$ 206	$ 213
Mortgage lending income	334	386
Bank-owned life insurance	401	126
Securities gains (losses), net	3	(307)
Other	377	338
Total noninterest income	$ 1,321	$ 756

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

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

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

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

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

(Dollars in thousands)	**Quarter ended March 31, 2015**	**2014**
Origination income, net	$ 258	$ 240
Servicing fees, net	86	146
Increase in MSR valuation allowance	(10)	
Total mortgage lending income	$ 334	$ 386

The decrease in mortgage lending income was primarily due to a decrease in servicing fees, net of related amortization expense. Although servicing fees were largely unchanged, amortization expense increased due to faster prepayment speeds.

Income from bank-owned life insurance increased primarily due to non-taxable death benefits received in the first quarter of 2015. The assets that support these policies are administered by the life insurance carriers and the income we receive (i.e. increases or decreases in the cash surrender value of the policies) on these policies is dependent upon the returns the insurance carriers are able to earn on the underlying investments that support these policies. Earnings on these policies are generally not taxable.

Net securities gains (losses) consist of realized gains and losses on the sale of securities and other-than-temporary impairment charges. Gross realized gains were approximately $3,000 and $26,000 respectively, for the first quarter of 2015 and of 2014. The Company recorded an other-than-temporary impairment charge of $333,000 in the first quarter of 2014 related to securities that management intended to sell at March 31, 2014. Subsequent to March 31, 2014, the Company sold available-for-sale agency residential mortgage-backed securities (RMBS) with a fair value of $18.9 million and realized the expected loss of approximately $333,000. The Company incurred no other-than-temporary impairment charges in the first quarter of 2015.

Noninterest Expense

(Dollars in thousands)	**Quarter ended March 31, 2015**	**2014**
Salaries and benefits	$ 2,268	$ 2,281
Net occupancy and equipment	358	352
Professional fees	201	206
FDIC and other regulatory assessments	125	145
Other real estate owned, net	17	118
Prepayment penalties on long-term debt	362	
Other	983	846
Total noninterest expense	$ 4,314	$ 3,948

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

The decrease in OREO expense, net was primarily due to a decrease in write-downs related to OREO.

During the first quarter of 2015, the Company repaid $5.0 million of long-term debt with a weighted average interest rate of 3.59% and incurred prepayment penalties of $0.4 million.

The increase in other noninterest expense was due to various items, including computer software and marketing and business development expenses.

Income Tax Expense

Income tax expense was $0.7 million for the first quarter of 2015 and 2014. The Company s income tax expense for the first quarter of 2015 reflects an effective income tax rate of 26.40%, compared to 26.51% for the first quarter of 2014. The Company s effective income tax rate is principally impacted by tax-exempt earnings from the Company s investments in municipal securities and bank-owned life insurance.

BALANCE SHEET ANALYSIS

Securities

Securities available-for-sale were $262.1 million at March 31, 2015, a decrease of $5.5 million, or 2%, compared to $267.6 million at December 31, 2014. This decline was primarily due to a decrease of $6.6 million in the amortized

cost basis of securities available-for-sale as proceeds from sales, calls, and maturities were not reinvested. This decrease was partially offset by changes in unrealized gains (losses) on securities available-for-sale of $1.1 million, reflecting price gains as long-term interest rates decreased during the first quarter of 2015.

The average tax-equivalent yields earned on total securities were 3.11% in the first quarter of 2015 and 3.22% in the first quarter of 2014.

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Loans

(In thousands)		2015 First Quarter	2014 Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Commercial and industrial	$	52,536	54,329	52,868	52,054	54,632
Construction and land development		37,925	37,298	34,189	32,461	31,275
Commercial real estate		182,871	192,006	190,077	187,241	178,721
Residential real estate		111,265	107,641	106,555	102,921	101,433
Consumer installment		12,478	12,335	11,535	11,686	11,766
Total loans		397,075	403,609	395,224	386,363	377,827
Less: unearned income		(462)	(655)	(622)	(537)	(477)
Loans, net of unearned income	$	396,613	402,954	394,602	385,826	377,350

Total loans, net of unearned income, were $396.6 million at March 31, 2015, compared to $403.0 million at December 31, 2014. This decrease was primarily due to loan payoffs in the commercial real estate portfolio segment. Four loan categories represented the majority of the loan portfolio at March 31, 2015: commercial real estate (46%), residential real estate (28%), construction and land development (10%) and commercial and industrial (13%). Approximately 24% of the Company s commercial real estate loans were classified as owner-occupied at March 31, 2015.

Within the residential real estate portfolio segment, the Company had junior lien mortgages of approximately $16.3 million, or 4% of total loans, at March 31, 2015, compared to $16.5 million, or 4% of total loans, at December 31, 2014. For residential real estate mortgage loans with a consumer purpose, approximately $1.8 million and $1.9 million required interest-only payments at March 31, 2015 and December 31, 2014, respectively. The Company s residential real estate mortgage portfolio does not include any option ARM loans, subprime loans, or any material amount of other high-risk consumer mortgage products.

Purchased loan participations included in the Company s loan portfolio were approximately $1.5 million at March 31, 2015 and December 31, 2014. All purchased loan participations are underwritten by the Company independent of the selling bank. In addition, all loans, including purchased participations, are evaluated for collectability during the course of the Company s normal loan review procedures. If the Company deems a participation loan impaired, it applies the same accounting policies and procedures described under Critical Accounting Policies Allowance for Loan Losses .

The average yield earned on loans and loans held for sale was 5.04% in the first quarter of 2015 and 5.13% in the first quarter of 2014.

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

deterioration of borrowers, fraud, and any violation of applicable laws and regulations.

The Company attempts to reduce these economic and credit risks by adhering to loan to value guidelines for collateralized loans, investigating the creditworthiness of borrowers and monitoring borrowers financial position. Also, we establish and periodically review our lending policies and procedures. Banking regulations limit a bank s credit exposure by prohibiting unsecured loan relationships that exceed 10% of its capital accounts; or 20% of capital accounts, if loans in excess of 10% are fully secured. Under these regulations, we are prohibited from having secured loan relationships in excess of approximately $16.9 million. Furthermore, we have an internal limit for aggregate credit exposure (loans outstanding plus unfunded commitments) to a single borrower of $15.2 million. Our loan policy requires that the Loan Committee of the Board of Directors approve any loan relationships that exceed this internal limit. At March 31, 2015, the Bank had no loan relationships exceeding these limits.

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We periodically analyze our commercial loan portfolio to determine if a concentration of credit risk exists in any one or more industries. We use classification systems broadly accepted by the financial services industry in order to categorize our commercial borrowers. Loan concentrations to borrowers in the following classes exceeded 25% of the Bank s total risk-based capital at March 31, 2015 (and related balances at December 31, 2014).

(In thousands)	March 31, 2015	December 31, 2014
Lessors of 1 to 4 family residential properties	$ 45,268	$ 41,152
Multi-family residential properties	35,683	35,961
Shopping centers	28,953	30,016

Allowance for Loan Losses

The Company maintains the allowance for loan losses at a level that management believes appropriate to adequately cover the Company s estimate of probable losses inherent in the loan portfolio. At March 31, 2015 and December 31, 2014, the allowance for loan losses was $4.7 million and $4.8 million, respectively, which management believed to be adequate at each of the respective dates. The judgments and estimates associated with the determination of the allowance for loan losses are described under Critical Accounting Policies.

A summary of the changes in the allowance for loan losses and certain asset quality ratios for the first quarter of 2015 and the previous four quarters is presented below.

	2015	2014			
(Dollars in thousands)	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Balance at beginning of period	$ 4,836	4,754	4,728	4,711	5,268
Charge-offs:					
Commercial and industrial	(58)			(46)	
Construction and land development		1			(236)
Residential real estate	(60)	(79)	(287)	(41)	(31)
Consumer installment	(17)	(6)	(39)	(8)	(36)
Total charge-offs	(135)	(84)	(326)	(95)	(303)
Recoveries	21	16	52	112	146
Net (charge-offs) recoveries	(114)	(68)	(274)	17	(157)
Provision for loan losses		150	300		(400)
Ending balance	$ 4,722	4,836	4,754	4,728	4,711
as a % of loans	1.19%	1.20	1.20	1.23	1.25
as a % of nonperforming loans	377%	433	281	169	148

Net charge-offs (recoveries) as % of average loans (a)	0.11%	0.07	0.28	(0.02)	0.17

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

As described under Critical Accounting Policies, management assesses the adequacy of the allowance prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolios, past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan loss rates, and other pertinent factors. This evaluation is inherently subjective as it requires various material estimates and judgments, including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. The ratio of our allowance for loan losses to total loans outstanding was 1.19% at March 31, 2015, compared to 1.20% at December 31, 2014. In the future, the allowance to total loans outstanding ratio will increase or decrease to the extent the factors that influence our quarterly allowance assessment in their entirety either improve or weaken. In addition, our regulators, as an integral part of their examination process, will periodically review the Company s allowance for loan losses, and may require the Company to make additional provisions to the allowance for losses based on their judgement about information available to them at the time of their examinations.

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At March 31, 2015, the ratio of our allowance for loan losses as a percentage of nonperforming loans was 377%, compared to 433% at December 31, 2014.

At March 31, 2015 and December 31, 2014, the Company s recorded investment in loans considered impaired was $3.3 million, with a corresponding valuation allowance (included in the allowance for loan losses) of $0.2 million.

Nonperforming Assets

At March 31, 2015 and December 31, 2014, respectively, the Company had $1.8 million and $1.7 million in nonperforming assets.

The table below provides information concerning total nonperforming assets and certain asset quality ratios for the first quarter of 2015 and the previous four quarters.

		2015		2014		
(Dollars in thousands)		**First Quarter**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Nonperforming assets:						
Nonaccrual loans	$	1,251	1,117	1,690	2,804	3,188
Other real estate owned		499	534	1,215	1,584	3,111
Total nonperforming assets	$	1,750	1,651	2,905	4,388	6,299
as a % of loans and other real estate owned		0.44 %	0.41	0.73	1.13	1.66
as a % of total assets		0.22 %	0.21	0.37	0.57	0.81
Nonperforming loans as a % of total loans		0.32 %	0.28	0.43	0.73	0.84
Accruing loans 90 days or more past due	$	2		76	71	131

The table below provides information concerning the composition of nonaccrual loans for the first quarter of 2015 and the previous four quarters.

		2015		2014		
(In thousands)		**First Quarter**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Nonaccrual loans:						
Commercial and industrial	$	51	55	56	52	54
Construction and land development		618	605	615	963	1,371
Commercial real estate		405	263	482	486	710
Residential real estate		177	194	533	1,303	1,046
Consumer installment				4		7
Total nonaccrual loans	$	1,251	1,117	1,690	2,804	3,188

The Company discontinues the accrual of interest income when (1) there is a significant deterioration in the financial condition of the borrower and full repayment of principal and interest is not expected or (2) the principal or interest is 90 days or more past due, unless the loan is both well-secured and in the process of collection. At March 31, 2015 and December 31, 2014, respectively, the Company had $1.3 million and $1.1 million in loans on nonaccrual.

At March 31, 2015, there were $2,000 in loans 90 days or more past due and still accruing interest compared to none at December 31, 2014.

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The table below provides information concerning the composition of other real estate owned for the first quarter of 2015 and the previous four quarters.

	2015	2014			
(In thousands)	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Other real estate owned:					
Commercial:					
Buildings	$				1,515
Developed lots	252	252	882	1,260	1,260
Residential	247	282	333	324	336
Total other real estate owned	$ 499	534	1,215	1,584	3,111

At March 31, 2015 and December 31, 2014, respectively, the Company held $0.5 million in OREO, which we acquired from borrowers.

Potential Problem Loans

Potential problem loans represent those loans with a well-defined weakness and where information about possible credit problems of a borrower have caused management to have serious doubts about the borrower s ability to comply with present repayment terms. This definition is believed to be substantially consistent with the standards established by the Federal Reserve, the Company s primary regulator, for loans classified as substandard, excluding nonaccrual loans. Potential problem loans, which are not included in nonperforming assets, amounted to $7.8 million, or 2.0% of total loans at both March 31, 2015 and December 31, 2014.

The table below provides information concerning the composition of performing potential problem loans for the first quarter of 2015 and the previous four quarters.

	2015	2014			
(In thousands)	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Potential problem loans:					
Commercial and industrial	$ 385	376	429	397	449
Construction and land development	768	556	567	575	678
Commercial real estate	880	884	887	975	1,211
Residential real estate	5,682	5,917	5,898	4,754	5,913
Consumer installment	112	114	116	111	106
Total potential problem loans	$ 7,827	7,847	7,897	6,812	8,357

At March 31, 2015, approximately $1.3 million, or 18.1%, of total potential problem loans were past due at least 30 days, but less than 90 days. At March 31, 2015, the remaining balance of potential problem loans were current or past due less than 30 days.

The following table is a summary of the Company s performing loans that were past due at least 30 days, but less than 90 days, for the first quarter of 2015 and the previous four quarters.

(In thousands)	**2015**	**2014**			
	First Quarter	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Performing loans past due 30 to 89 days:					
Commercial and industrial	$ 82	168	245	277	191
Construction and land development	319	210	190	192	157
Commercial real estate		201	203		461
Residential real estate	1,417	2,231	221	832	1,834
Consumer installment	25	45	59	110	86
Total	$ 1,843	2,855	918	1,411	2,729

Deposits

Total deposits were $698.3 million at March 31, 2015, compared to $693.4 million at December 31, 2014. Noninterest bearing deposits were $141.6 million, or 20.3% of total deposits, at March 31, 2015, compared to $130.2 million, or 18.8% of total deposits at December 31, 2014.

The average rate paid on total interest-bearing deposits was 0.78% in the first quarter of 2015 and 0.91% in the first quarter of 2014.

Other Borrowings

Other borrowings consist of short-term borrowings and long-term debt. Short-term borrowings consist of federal funds purchased and securities sold under agreements to repurchase with an original maturity less than one year. The Bank had available federal funds lines totaling $41.0 million with none outstanding at March 31, 2015, compared to $38.0 million and none outstanding at December 31, 2014. Securities sold under agreements to repurchase totaled $4.3 million and $4.7 million at March 31, 2015 and December 31, 2014, respectively.

The average rate paid on short-term borrowings was 0.52% in the first quarter of 2015 and 0.47% in the first quarter of 2014.

Long-term debt includes FHLB advances with an original maturity greater than one year and subordinated debentures related to trust preferred securities. The Bank had no long-term FHLB advances outstanding at March 31, 2015, compared to $5.0 million at December 31, 2014. During the first quarter of 2015, the Bank repaid a $5.0 million FHLB advance and incurred prepayment penalties of $0.4 million. At both March 31, 2015 and December 31, 2014, the Bank had $7.2 million in junior subordinated debentures related to trust preferred securities outstanding.

The average rate paid on long-term debt was 3.69% in the first quarter of 2015 and 3.45% in the first quarter of 2014.

CAPITAL ADEQUACY

The Company s consolidated stockholders equity was $77.5 million and $75.8 million as of March 31, 2015 and December 31, 2014, respectively. The change from December 31, 2014 was primarily driven by net earnings of $1.9 million and other comprehensive income due to the change in unrealized gains (losses) on securities available-for-sale, net-of-tax, of $0.7 million, partially offset by cash dividends paid of $0.8 million.

The Company s tier 1 leverage ratio was 10.13%, common equity tier 1 (CET1) risk-based capital ratio was 15.38%, tier 1 risk-based capital ratio was 16.83% and total risk-based capital ratio was 17.84% at March 31, 2015. These ratios exceed the minimum regulatory capital percentages of 5.0% for tier 1 leverage ratio, 6.5% for CET1 risk-based capital ratio, 8.0% for tier 1 risk-based capital ratio and 10.0% for total risk-based capital ratio to be considered well capitalized. Based on current regulatory standards, the Company is classified as well capitalized.

MARKET AND LIQUIDITY RISK MANAGEMENT

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

Interest Rate Risk Management

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

Earnings simulation. Management believes that interest rate risk is best estimated by our earnings simulation modeling. Forecasted levels of earning assets, interest-bearing liabilities, and off-balance sheet financial instruments are combined with ALCO forecasts of market interest rates for the next 12 months and other factors in order to produce various earnings simulations and estimates. To help limit interest rate risk, we have guidelines for earnings at risk which seek to limit the variance of net interest income from gradual changes in interest rates. For changes up or down in rates from management s flat interest rate forecast over the next 12 months, policy limits for net interest income variances are as follows:

+/- 20% for a gradual change of 400 basis points
+/- 15% for a gradual change of 300 basis points
+/- 10% for a gradual change of 200 basis points
+/- 5% for a gradual change of 100 basis points

At March 31, 2015, our earnings simulation model indicated that we were in compliance with the policy guidelines noted above.

Economic Value of Equity. EVE measures the extent that the estimated economic values of our assets, liabilities, and off-balance sheet items will change as a result of interest rate changes. Economic values are estimated by discounting expected cash flows from assets, liabilities, and off-balance sheet items, which establishes a base case EVE. In contrast with our earnings simulation model, which evaluates interest rate risk over a 12 month timeframe, EVE uses a terminal horizon which allows for the re-pricing of all assets, liabilities, and off-balance sheet items. Further, EVE is measured using values as of a point in time and does not reflect any actions that ALCO might take in responding to or anticipating changes in interest rates, or market and competitive conditions. To help limit interest rate risk, we have stated policy guidelines for an instantaneous basis point change in interest rates, such that our EVE should not decrease from our base case by more than the following:

45% for an instantaneous change of +/- 400 basis points
35% for an instantaneous change of +/- 300 basis points
25% for an instantaneous change of +/- 200 basis points
15% for an instantaneous change of +/- 100 basis points

At March 31, 2015, our EVE model indicated that we were in compliance with the policy guidelines noted above.

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

scenarios in seeking satisfactory, consistent levels of profitability within the framework of the Company s established liquidity, loan, investment, borrowing, and capital policies.

The Company may also use derivative financial instruments to improve the balance between interest-sensitive assets and interest-sensitive liabilities and as one tool to manage interest rate sensitivity while continuing to meet the credit and deposit needs of our customers. From time to time, the Company may enter into interest rate swaps (swaps) to facilitate customer transactions and meet their financing needs. These swaps qualify as derivatives, but are not designated as hedging instruments. At March 31, 2015 and December 31, 2014, the Company had no derivative contracts designated as part of a hedging relationship to assist in managing its interest rate sensitivity.

Liquidity Risk Management

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

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

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

Primary sources of funding for the Bank include customer deposits, other borrowings, repayment and maturity of securities, sales of securities, and the sale and repayment of loans. The Bank has access to federal funds lines from various banks and borrowings from the Federal Reserve discount window. In addition to these sources, the Bank may participate in the FHLB s advance program to obtain funding for its growth. Advances include both fixed and variable terms and may be taken out with varying maturities. At March 31, 2015, the Bank had a remaining available line of credit with the FHLB of $232.0 million. At March 31, 2015, the Bank also had $41.0 million of available federal funds lines with none outstanding. Primary uses of funds include repayment of maturing obligations and growing the loan portfolio.

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

Off-Balance Sheet Arrangements, Commitments and Contingencies

At March 31, 2015, the Bank had outstanding standby letters of credit of $7.7 million and unfunded loan commitments outstanding of $56.0 million. Because these commitments generally have fixed expiration dates and many will expire without being drawn upon, the total commitment level does not necessarily represent future cash requirements. If needed to fund these outstanding commitments, the Bank could liquidate federal funds sold or a portion of securities available-for-sale, or draw on its available credit facilities.

Mortgage lending activities

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

and local laws, among other matters.

As of March 31, 2015, the unpaid principal balance of residential mortgage loans, which we have originated and sold, but retained the servicing rights was $354.7 million. Although these loans are generally sold on a non-recourse basis, we may be obligated to repurchase residential mortgage loans or reimburse investors for losses incurred (make whole requests) if a loan review reveals a potential breach of seller representations and warranties. Upon receipt of a repurchase or make whole request, we work with investors to arrive at a mutually agreeable resolution. Repurchase and make whole requests are typically reviewed on an individual loan by loan basis to validate the claims made by the investor and to determine if a contractually required repurchase or make whole event has occurred. We seek to reduce and manage the risks of potential repurchases, make whole requests, or other claims by mortgage loan investors through our underwriting and quality assurance practices and by servicing mortgage loans to meet investor and secondary market standards.

In the first quarter of 2015, as a result of the representation and warranty provisions contained in the Company s sale agreements with Fannie Mae, the Company was required to repurchase one loan with a principal balance of $169,000 that was current as to principal and interest and reimburse Fannie Mae approximately $37,000 related to a make whole request. At March 31, 2015, the Company had no pending repurchase or make whole requests.

Also, in the first quarter of 2015, the Company voluntarily repurchased ten investment property loans with an aggregate principal balance of $4.0 million that were made to the same borrower and were current as to principal and interest. At the date of repurchase, the aggregate fair value of these ten investment property loans was greater than the repurchase price required by Fannie Mae. As part of its quality control review procedures, one of these ten loans was self-reported to Fannie Mae in 2014 for possible breaches related to representation and warranty provisions. After further investigation, the Company identified certain underwriting deficiencies for nine additional investment property loans that were related to the same borrower. All ten loans were originated and sold to Fannie Mae. The Company submitted a voluntary repurchase request to Fannie Mae in January 2015 for all ten investment property loans, which was approved. In response to the quality control review findings related to this one borrower, the Company has put additional controls in place for investment property loans originated for sale, including additional quality control reviews and management approvals. Furthermore, management performed additional reviews of investment property loans originated for sale, including a review of the number of loans to one borrower, and does not believe there is any material exposure related to representation and warranty provisions for these loans.

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

The agreement under which we act as servicer generally specifies a standard of responsibility for actions taken by us in such capacity and provides protection against expenses and liabilities incurred by us when acting in compliance with the respective servicing agreements. However, if we commit a material breach of our obligations as servicer, we may be subject to termination if the breach is not cured within a specified period following notice. The standards governing servicing and the possible remedies for violations of such standards are determined by servicing guides issued by Fannie Mae as well as the contract provisions established between Fannie Mae and the Bank. Remedies could include repurchase of an affected loan.

Although repurchase and make whole requests related to representation and warranty provisions and servicing activities have been limited to date, it is possible that requests to repurchase mortgage loans or reimburse investors for losses incurred (make whole requests) may increase in frequency if investors more aggressively pursue all means of recovering losses on their purchased loans. As of March 31, 2015, we do not believe that this exposure is material due to the historical level of repurchase requests and loss trends, in addition to the fact that 99% of our residential mortgage loans serviced for Fannie Mae were current as of such date. We maintain ongoing communications with our investors and will continue to evaluate this exposure by monitoring the level and number of repurchase requests as well as the delinquency rates in our investor portfolios.

Effects of Inflation and Changing Prices

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

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CURRENT ACCOUNTING DEVELOPMENTS

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

- ASU 2014-09, *Revenue from Contracts with Customers (Topic 606);*
- ASU 2015-02, *Amendments to the Consolidation Analysis (Topic 810); and*
- ASU 2015-05, *Customer s Accounting for Fees Paid in a Cloud Computing Arrangement and Disclosures of Disposals of Components of an Entity.*

Information about these pronouncements is described in more detail below.

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

ASU 2015-02, *Amendments to the Consolidation Analysis (Topic 810)*, affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments: (1) Modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities; (2) Eliminate the presumption that a general partner should consolidate a limited partnership; (3) Affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (4) Provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. These changes are effective for the Company in the first quarter of 2016. Early adoption is permitted. The Company is currently evaluating the impact this ASU will have on our consolidated financial statements.

ASU 2015-05, *Customer s Accounting for Fees Paid in a Cloud Computing Arrangement*, provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer s accounting for service contracts. These changes are effective for the Company in the first quarter of 2016. Early adoption is permitted. The Company is currently evaluating the impact this ASU will have on our consolidated financial statements.

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Table 1 Explanation of Non-GAAP Financial Measures

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

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

		2015	2014			
(in thousands)		**First Quarter**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Net interest income (GAAP)	**$**	**5,523**	**5,482**	**5,448**	**5,253**	**5,270**
Tax-equivalent adjustment		335	331	321	312	324
Net interest income (Tax-equivalent)	**$**	**5,858**	**5,813**	**5,769**	**5,565**	**5,594**

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Table 2 - Selected Quarterly Financial Data

	2015	2014			
(Dollars in thousands, except per share amounts)	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Results of Operations					
Net interest income (a)	$ 5,858	5,813	5,769	5,565	5,594
Less: tax-equivalent adjustment	335	331	321	312	324
Net interest income (GAAP)	5,523	5,482	5,448	5,253	5,270
Noninterest income	1,321	1,079	1,017	1,081	756
Total revenue	6,844	6,561	6,465	6,334	6,026
Provision for loan losses		150	300		(400)
Noninterest expense	4,314	3,780	3,584	3,792	3,948
Income tax expense	668	735	709	683	657
Net earnings	$ 1,862	1,896	1,872	1,859	1,821
Per share data:					
Basic and diluted net earnings	$ 0.51	0.52	0.51	0.51	0.50
Cash dividends declared	0.22	0.215	0.215	0.215	0.215
Weighted average shares outstanding:					
Basic and diluted	3,643,365	3,643,328	3,643,328	3,643,295	3,643,161
Shares outstanding, at period end	3,643,378	3,643,328	3,643,328	3,643,328	3,643,173
Book value	$ 21.28	20.80	20.09	19.84	18.74
Common stock price					
High	$ 25.25	24.64	24.92	25.00	25.80
Low	23.15	22.10	23.17	22.90	23.20
Period end:	24.85	23.64	24.64	24.02	23.20
To earnings ratio	12.12x	11.59	12.38	12.19	11.72
To book value	117%	114	123	121	124
Performance ratios:					
Return on average equity	9.68%	10.21	10.19	10.72	11.11
Return on average assets	0.93%	0.98	0.97	0.96	0.96
Dividend payout ratio	43.14%	41.35	42.16	42.16	43.00
Asset Quality:					
Allowance for loan losses as a % of:					
Loans	1.19%	1.20	1.20	1.23	1.25
Nonperforming loans	377%	433	281	169	148
Nonperforming assets as a % of:					
Loans and other real estate owned	0.44%	0.41	0.73	1.13	1.66
Total assets	0.22%	0.21	0.37	0.57	0.81
Nonperforming loans as a % of total loans	0.32%	0.28	0.43	0.73	0.84
Annualized net charge-offs as % of average loans	0.11%	0.07	0.28	(0.02)	0.17
Capital Adequacy:					
CET1 risk-based capital ratio	15.38%	n/a	n/a	n/a	n/a
Tier 1 risk-based capital ratio	16.83%	17.45	17.43	17.45	17.55

Total risk-based capital ratio	17.84%	18.54	18.50	18.53	18.64
Tier 1 Leverage Ratio	10.13%	10.32	10.26	10.07	10.03
Other financial data:					
Net interest margin (a)	3.15%	3.14	3.16	3.09	3.20
Effective income tax rate	26.40%	27.94	27.47	26.87	26.51
Efficiency ratio (b)	60.09%	54.85	52.81	57.06	62.17
Selected average balances:					
Securities	$ 264,268	265,616	274,155	274,305	268,013
Loans, net of unearned income	400,161	397,875	389,392	378,994	377,322
Total assets	802,062	777,548	771,685	772,326	762,153
Total deposits	705,746	682,812	678,738	684,613	678,324
Long-term debt	11,550	12,217	12,217	12,217	12,217
Total stockholders equity	76,915	74,307	73,499	69,367	65,556
Selected period end balances:					
Securities	$ 262,141	267,603	264,827	276,953	279,989
Loans, net of unearned income	396,613	402,954	394,602	385,826	377,350
Allowance for loan losses	4,722	4,836	4,754	4,728	4,711
Total assets	790,224	789,231	781,136	775,128	773,333
Total deposits	698,336	693,390	680,763	684,181	687,088
Long-term debt	7,217	12,217	12,217	12,217	12,217
Total stockholders equity	77,544	75,799	73,193	72,291	68,284

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

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

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Table 3 - Average Balances and Net Interest Income Analysis

	Quarter ended March 31,					
	2015			2014		
(Dollars in thousands)	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
Interest-earning assets:						
Loans and loans held for sale (1)	$ 403,109	$ 5,006	5.04%	$ 378,780	$ 4,790	5.13%
Securities - taxable	196,234	1,040	2.15%	206,630	1,176	2.31%
Securities - tax-exempt (2)	68,034	986	5.88%	61,383	951	6.28%
Total securities	264,268	2,026	3.11%	268,013	2,127	3.22%
Federal funds sold	74,514	35	0.19%	55,120	25	0.18%
Interest bearing bank deposits	13,408	4	0.12%	7,700	17	0.90%
Total interest-earning assets	755,299	$ 7,071	3.80%	709,613	$ 6,959	3.98%
Cash and due from banks	13,800			12,835		
Other assets	32,963			39,705		
Total assets	$ 802,062			$ 762,153		
Interest-bearing liabilities:						
Deposits:						
NOW	$ 114,675	$ 86	0.30%	$ 106,331	$ 84	0.32%
Savings and money market	211,797	226	0.43%	189,601	237	0.51%
Certificates of deposits less than $100,000	95,460	254	1.08%	104,646	313	1.21%
Certificates of deposits and other time deposits of $100,000 or more	147,750	536	1.47%	157,431	623	1.60%
Total interest-bearing deposits	569,682	1,102	0.78%	558,009	1,257	0.91%
Short-term borrowings	4,661	6	0.52%	3,478	4	0.47%
Long-term debt	11,550	105	3.69%	12,217	104	3.45%
Total interest-bearing liabilities	585,893	$ 1,213	0.84%	573,704	$ 1,365	0.96%
Noninterest-bearing deposits	136,064			120,315		
Other liabilities	3,190			2,578		
Stockholders equity	76,915			65,556		
Total liabilities and stockholders equity	$ 802,062			$ 762,153		
Net interest income and margin		$ 5,858	3.15%		$ 5,594	3.20%

(1) Average loan balances are shown net of unearned income and loans on nonaccrual status have been included in the computation of average balances.
(2) Yields on tax-exempt securities have been computed on a tax-equivalent basis using an income tax rate of 34%.

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Table 4 - Loan Portfolio Composition

(In thousands)	2015 First Quarter	2014 Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Commercial and industrial	$ 52,536	54,329	52,868	52,054	54,632
Construction and land development	37,925	37,298	34,189	32,461	31,275
Commercial real estate	182,871	192,006	190,077	187,241	178,721
Residential real estate	111,265	107,641	106,555	102,921	101,433
Consumer installment	12,478	12,335	11,535	11,686	11,766
Total loans	397,075	403,609	395,224	386,363	377,827
Less: unearned income	(462)	(655)	(622)	(537)	(477)
Loans, net of unearned income	396,613	402,954	394,602	385,826	377,350
Less: allowance for loan losses	(4,722)	(4,836)	(4,754)	(4,728)	(4,711)
Loans, net	$ 391,891	398,118	389,848	381,098	372,639

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Table 5 Allowance for Loan Losses and Nonperforming Assets

(Dollars in thousands)	2015 First Quarter	2014 Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Allowance for loan losses:					
Balance at beginning of period	$ 4,836	4,754	4,728	4,711	5,268
Charge-offs:					
Commercial and industrial	(58)			(46)	
Construction and land development		1			(236)
Residential real estate	(60)	(79)	(287)	(41)	(31)
Consumer installment	(17)	(6)	(39)	(8)	(36)
Total charge-offs	(135)	(84)	(326)	(95)	(303)
Recoveries	21	16	52	112	146
Net (charge-offs) recoveries	(114)	(68)	(274)	17	(157)
Provision for loan losses		150	300		(400)
Ending balance	$ 4,722	4,836	4,754	4,728	4,711
as a % of loans	1.19%	1.20	1.20	1.23	1.25
as a % of nonperforming loans	377%	433	281	169	148
Annualized net charge-offs as % of average loans	0.11%	0.07	0.28	(0.02)	0.17
Nonperforming assets:					
Nonaccrual loans	$ 1,251	1,117	1,690	2,804	3,188
Other real estate owned	499	534	1,215	1,584	3,111
Total nonperforming assets	$ 1,750	1,651	2,905	4,388	6,299
as a % of loans and other real estate owned	0.44%	0.41	0.73	1.13	1.66
as a % of total assets	0.22%	0.21	0.37	0.57	0.81
Nonperforming loans as a % of total loans	0.32%	0.28	0.43	0.73	0.84
Accruing loans 90 days or more past due	$ 2		76	71	131

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Table 6 - Allocation of Allowance for Loan Losses

	2015		2014							
	First Quarter		Fourth Quarter		Third Quarter		Second Quarter		First Quarter	
(Dollars in thousands)	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***
Commercial and industrial	$ 644	13.2	$ 639	13.5	$ 669	13.4	$ 639	13.5	$ 482	14.5
Construction and land development	830	9.5	974	9.2	895	8.6	907	8.4	214	8.3
Commercial real estate	1,888	46.1	1,928	47.6	1,935	48.1	1,913	48.5	2,493	47.3
Residential real estate	1,153	28.0	1,119	26.7	1,083	27.0	1,095	26.6	1,256	26.8
Consumer installment	207	3.1	176	3.1	172	2.9	174	3.0	266	3.1
Total allowance for loan losses	$ 4,722		$ 4,836		$ 4,754		$ 4,728		$ 4,711	

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

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Table 7 - CDs and Other Time Deposits of $100,000 or More

(Dollars in thousands)	**March 31, 2015**
Maturity of:	
3 months or less	$ 12,701
Over 3 months through 6 months	22,407
Over 6 months through 12 months	28,662
Over 12 months	80,427
Total CDs and other time deposits of $100,000 or more	$ 144,197

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

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

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the normal course of its business, the Company and the Bank are, from time to time, involved in legal proceedings. The Company s and Bank s management believe there are no pending or threatened legal, governmental, or regulatory proceedings that, upon resolution, are expected to have a material adverse effect upon the Company s or the Bank s financial condition or results of operations. See also, Part I, Item 3 of the Company s Annual Report on Form 10-K for the year ended December 31, 2014.

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 the Company s Annual Report on Form 10-K for the year ended December 31, 2014, which could materially affect our business, financial condition or future results. The risks described in our annual report on Form 10-K are not the only the risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results in the future.

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

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

I TEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

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

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

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

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

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SIGNATURES

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

AUBURN NATIONAL BANCORPORATION, INC.

(Registrant)

Date: May 1, 2015

By: /s/ E. L. Spencer, Jr.
E. L. Spencer, Jr.
President, Chief Executive Officer and
Chairman of the Board

Date: May 1, 2015

By: /s/ David A. Hedges
David A. Hedges
SVP, Controller and Chief Financial Officer
(Principal Financial and Accounting Officer)