

LAKE SHORE BANCORP, INC.  
Form 10-K  
March 26, 2014

United States

Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2013

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

Commission File No.: 000-51821

Lake Shore Bancorp, Inc.

(Exact Name of Registrant as Specified in Its Charter)

United States  
(State or Other Jurisdiction of Incorporation or Organization) 20-4729288  
(I.R.S. Employer Identification No.)

31 East Fourth Street, Dunkirk, NY 14048

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(Address of Principal Executive Offices, including zip code)

(716) 366-4070

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: Common Stock, \$0.01 par value per share

Name of each exchange on which registered: The NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer

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

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

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The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2013 was \$20,497,347 based on the per share closing price as of June 30, 2013 on the Nasdaq Global Market for the registrant's common stock, which was \$11.70.

There were 5,910,835 shares of the registrant's common stock, \$.01 par value per share, outstanding at March 24, 2014.

DOCUMENTS INCORPORATED BY REFERENCE:

	Part of 10-K
Portions of the registrant's Proxy Statement for the 2014 Annual Meeting of Stockholders	where incorporated III

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LAKE SHORE BANCORP, INC.  
 ANNUAL REPORT ON FORM 10-K  
 FOR THE FISCAL YEAR ENDED  
 DECEMBER 31, 2013

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## PART I

### Item 1. Business.

#### General

Lake Shore Bancorp, Inc. (“Lake Shore Bancorp,” the “Company,” “us,” or “we”) operates as a mid-tier, federally chartered savings and loan holding company of Lake Shore Savings Bank (“Lake Shore Savings” or the “Bank”). A majority of Lake Shore Bancorp’s issued and outstanding common stock (61.5%) is held by Lake Shore, MHC (the “MHC”), a federally chartered mutual holding company, which serves as the parent company to Lake Shore Bancorp. The MHC does not engage in any business activity other than its investment in a majority of the common stock of Lake Shore Bancorp. The Board of Governors of the Federal Reserve System (the “Federal Reserve Board”) is the regulator for the MHC. Federal law and regulations require that as long as the MHC is in existence, it must own at least a majority of Lake Shore Bancorp’s common stock. The remaining common shares of Lake Shore Bancorp are owned by public stockholders and the Lake Shore Savings Bank Employee Stock Ownership Plan (“ESOP”). Our common stock is traded on the Nasdaq Global Market under the symbol “LSBK”. Unless the context otherwise requires, all references herein to Lake Shore Bancorp or Lake Shore Savings include Lake Shore Bancorp and Lake Shore Savings on a consolidated basis.

Lake Shore Bancorp, Inc. was organized in 2006 for the purpose of acting as the savings and loan holding company of Lake Shore Savings Bank in connection with the Company’s initial public stock offering. At the time of its organization the Company was a federal corporation regulated by the Office of Thrift Supervision. Effective in July 2011, the regulation of federally chartered savings and loan holding companies was transferred to the Federal Reserve Board under the Dodd-Frank Act. At December 31, 2013, Lake Shore Bancorp had total consolidated assets of \$482.2 million, of which \$277.3 million was comprised of loans receivable, net and \$158.0 million was comprised of available for sale securities. At December 31, 2013, total consolidated deposits were \$388.2 million and total consolidated stockholders’ equity was \$65.3 million.

Lake Shore Savings Bank was chartered as a New York savings and loan association in 1891. In 2006, the Bank converted from a New York-chartered mutual savings and loan association to a federal savings bank charter. At the time of the re-organization into a federal savings bank charter, the Bank was regulated by the Office of Thrift Supervision. Effective in July 2011, the regulation of federally chartered savings banks was transferred to the Office of the Comptroller of the Currency (“OCC”) under the Dodd-Frank Act.

For over 122 years, the Bank has served the local community of Dunkirk, New York. In 1987, we opened our second office in Fredonia, New York. Since 1993, we have expanded to eleven branch offices. In addition, we have added three administrative office buildings which comprise our corporate headquarters in Dunkirk, New York. Our principal business consists of (1) attracting retail deposits from the general public in the areas surrounding our corporate headquarters and main branch office in Dunkirk, New York and ten other branch offices in Chautauqua and Erie Counties, New York and (2) investing those deposits, together with funds generated from operations, primarily in one- to four-family residential mortgage loans, commercial real estate loans, home equity lines of credit and, to a lesser extent, commercial business loans, consumer loans, and investment securities. Our revenues are principally derived from interest generated from our loans and interest earned and dividends received on our investment securities. Our primary sources of funds for lending and investments are deposits, borrowings, payments of loan principal and interest, payments on mortgage-backed and asset-backed securities, maturities and calls of investment

securities and income resulting from operations in prior periods.

#### Available Information

Lake Shore Bancorp's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are made available free of charge on our website, [www.lakeshoresavings.com](http://www.lakeshoresavings.com), as soon as reasonably practicable after such reports are electronically filed with,

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or furnished to, the Securities and Exchange Commission. Such reports are also available on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov). Information on our website shall not be considered a part of this Form 10-K.

## Market Area

Our operations are conducted out of our corporate headquarters and main branch office in Dunkirk, New York and ten other branch offices. Our branches in Chautauqua County, New York are located in Dunkirk, Fredonia, Jamestown, Lakewood and Westfield. In Erie County, New York our branch offices are located in Depew, East Amherst, Hamburg, Kenmore, Orchard Park, and Snyder. Our first branch office in Erie County opened during April 2003 and the most recent branch office opened in April 2013. We also have seven stand-alone ATMs. The opening of six branch offices in Erie County, New York since 2003 demonstrates the implementation of our growth strategy which is focused on expansion within Erie County while preserving our market share in Chautauqua County.

Our geographic market area for loans and deposits is principally located within Chautauqua and Erie Counties, New York. Chautauqua County is located on Lake Erie in the western portion of New York and is approximately 45 miles from Buffalo, New York. Chautauqua County is served by four accredited hospitals and offers higher education opportunities at the State University of New York (SUNY) at Fredonia, a four year liberal arts school, and at SUNY Jamestown, a community college. We have lending or deposit relationships with such institutions. Chautauqua County features tourist areas near Chautauqua Lake, but it also hosts a broad diversity of industry, commercial establishments and financial institutions as well as a skilled and productive workforce. Jamestown, New York, where we opened the first of two branch offices in 1996, is the most populous city in Chautauqua County.

Erie County is a metropolitan center located on the western border of New York covering 1,058 square miles. Located within Erie County is the city of Buffalo, the second largest city in the State of New York. As the city of Buffalo has redeveloped, so too have its suburbs throughout Erie County, which also host the Buffalo Niagara International Airport in Cheektowaga, New York and professional sports franchises. One of the main commercial thorough-fares in Erie County is Transit Road, which has experienced robust development in recent years and is the location of one of our branch offices.

The demographic characteristics of our market area are less attractive than national and state measures. Both Chautauqua and Erie Counties exhibit slower rates of population growth when compared to the United States and New York State averages. In addition, both Chautauqua and Erie Counties have lower per capita income and slower growth in per capita income when compared to the United States and the New York State averages. Since Chautauqua County has historically exhibited less attractive demographic characteristics, we may have limited growth opportunities in Chautauqua County. However, Erie County displays a stronger housing market than Chautauqua County and Erie County's population base is five times larger than Chautauqua County, which offers us an expanded source of new customers in the form of deposit and lending opportunities. Notwithstanding these demographic characteristics, our primary market area has historically been stable, with a diversified base of employers and employment sectors. The local economies that we serve are not dependent on one key employer. Transportation equipment is the largest manufacturing industry in the Buffalo area, as well as production of automobile component parts. The principal employment sectors are service-related, wholesale and retail trade, and durable-goods manufacturing. Most of the job opportunities in Chautauqua and Erie Counties have been in service-related industries, and service jobs now account for the largest portion of the workforce.

The challenging economic conditions that affected the national and global financial markets in 2007 and 2008 did not have a significant effect on the housing prices in our market area. Furthermore, unemployment rates in our market

area have decreased since December 2012 from 8.4% to 6.5% in Erie County and from 8.9% to 7.3% in Chautauqua County as of December 31, 2013. New York State's unemployment rate as of December 31, 2013 was 7.1%.

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Our future growth will be influenced by the strength of our regional economy, other demographic trends and the competitive environment. We believe that we have developed lending products and marketing strategies to address the credit-related needs of the residents and small businesses in our local market area.

## Competition

We face intense competition both in making loans and attracting deposits. New York State has a high concentration of financial institutions, many of which are branches of large money centers and regional banks which have resulted from the consolidation of the banking industry in New York and surrounding states. Some of these competitors have greater resources than we do and may offer services that we do not provide. For example, we do not offer trust or investment services. Customers who seek “one stop shopping” may be drawn to our competitors who offer such services.

Our competition for loans comes principally from commercial banks, savings banks, mortgage banking companies, credit unions, and other financial service companies. The most direct competition for deposits has historically come from credit unions, commercial banks and savings banks. Specifically, we compete with local financial institutions such as Cattaraugus County Bank and Evans Bank; regional financial institutions such as M&T Bank, Community Bank, NA, and First Niagara Bank; and national financial institutions such as Key Bank and Bank of America. We are significantly smaller than many of these financial institution competitors. We face additional competition for deposits from non-depository competitors such as mutual funds, securities and brokerage firms and insurance companies. We remain very competitive in Chautauqua County, New York and as of June 30, 2013 we had 15.2% of total deposits and ranked 4th out of 11 banks in this market area, according to the Federal Deposit Insurance Corporation (“FDIC”) annual deposit market share report. Our deposit market share in Erie County, New York has increased since we entered this market area in 2003. The FDIC annual deposit market share report indicated that total deposit growth increased 3.91% in Erie County from June 30, 2012 to June 30, 2013. To remain competitive, we provide superior customer service and are active participants in our local community.

## Lending Activities

General. We have a long-standing commitment to the origination of residential mortgage loans, including home equity loans, and we also originate commercial real estate, commercial business loans and consumer loans. At December 31, 2013 we had total loans of \$276.3 million. We currently retain most of the loans that we originate; however, we have sold and may in the future sell residential mortgage loans into the secondary market, with retention of servicing rights. Beginning in June 2010, we began to purchase a limited amount of equipment loans from a third party broker, which are secured by first liens on new equipment purchases by small businesses located throughout the Northeastern United States.

The interest rates we offer for loans are affected principally by the demand for loans, the supply of money available for lending purposes and the interest rates offered by our competitors. These factors, in turn, are affected by general and local economic conditions and monetary policies of the federal government, including the Federal Reserve Board.

Loan Portfolio. The following table sets forth the composition of our loan portfolio, by type of loan, in dollar amounts and in percentages at the dates indicated. We did not have any loans held for sale as of these dates.

	At December 31, 2013		2012		2011		2010		2009	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
(Dollars in thousands)										
Real Estate loans:										
Residential one- to four-family	\$ 170,793	61.81%	\$ 167,794	61.68%	\$ 182,922	66.82%	\$ 183,929	70.32%	\$ 185,753	71.1%
Home equity	31,675	11.46%	30,724	11.29%	30,671	11.20%	30,613	11.71%	30,158	11.2%
Commercial	58,746	21.26%	57,653	21.19%	44,776	16.36%	33,782	12.92%	28,328	10.7%
Construction	936	0.34%	416	0.15%	519	0.19%	616	0.24%	365	0.14%
	262,150	94.87%	256,587	94.31%	258,888	94.57%	248,940	95.19%	244,604	94.2%
Other loans:										
Commercial	12,645	4.58%	13,680	5.03%	12,911	4.72%	10,360	3.96%	11,430	4.4%
Consumer	1,517	0.55%	1,791	0.66%	1,948	0.71%	2,224	0.85%	2,377	0.9%
	14,162	5.13%	15,471	5.69%	14,859	5.43%	12,584	4.81%	13,807	5.3%
Total loans	276,312	100.00%	272,058	100.00%	273,747	100.00%	261,524	100.00%	258,411	100.00%
Net deferred loan costs	2,846		2,681		2,687		2,460		2,327	
Allowance for loan losses	(1,813)		(1,806)		(1,366)		(953)		(1,564)	
Loans receivable, net	\$ 277,345		\$ 272,933		\$ 275,068		\$ 263,031		\$ 259,174	

Loan Maturity. The following table presents the contractual maturity of our loans at December 31, 2013. The table does not include the effect of prepayments or scheduled principal amortization. Loans having no stated repayment schedule or maturity and overdraft loans are reported as being due in one year or less.

	Real Estate		Other Loans				Total
	Residential, One- to Four-Family	Home Equity	Commercial	Construction	Commercial	Consumer	
(Dollars in thousands)							
Amounts due in:							
One year or less	\$ 64	\$ 338	\$ 170	\$ -	\$ 2,522	\$ 754	\$ 3,848
After one year through five years	7,190	5,011	3,987	-	6,318	409	22,915
Beyond five years	163,539	26,326	54,589	936	3,805	354	249,549
Total	\$ 170,793	\$ 31,675	\$ 58,746	\$ 936	\$ 12,645	\$ 1,517	\$ 276,312
Interest rate terms on amounts due after one year:							
Fixed rate	\$ 166,814	\$ 3,181	\$ 25,413	\$ 216	\$ 9,988	\$ 638	\$ 206,250
Adjustable rate	3,915	28,156	33,163	720	135	125	66,214
Total	\$ 170,729	\$ 31,337	\$ 58,576	\$ 936	\$ 10,123	\$ 763	\$ 272,464

The following table presents our loan originations, purchases, sales, and principal repayments for the years indicated.

	For the Year Ended December 31,				
	2013	2012	2011	2010	2009
	(Dollars in thousands)				
<b>Total Loans:</b>					
Balance outstanding at beginning of year	\$ 272,058	\$ 273,747	\$ 261,524	\$ 258,411	\$ 239,696
<b>Originations:</b>					
Real estate loans	53,066	48,091	49,030	46,321	64,725
Commercial and consumer loans	3,536	5,383	7,553	7,580	6,670
Total originations	56,602	53,474	56,583	53,901	71,395
Loan Purchases - Commercial Loans	1,228	1,033	1,679	1,135	-
Total Originations and Purchases	57,830	54,507	58,262	55,036	71,395
<b>Deduct:</b>					
<b>Principal repayments:</b>					
Real estate loans	45,341	48,382	38,694	38,055	40,439
Commercial and consumer loans	5,944	5,807	6,392	10,568	4,967
Total principal repayments	51,285	54,189	45,086	48,623	45,406
Transfers to foreclosed real estate	704	1,001	252	307	708
Loan sales - SONYMA(1) & FHLMC(2)	1,436	767	639	243	6,300
Loans charged off	151	239	62	2,750	266
Total deductions	53,576	56,196	46,039	51,923	52,680
Balance outstanding at end of year	\$ 276,312	\$ 272,058	\$ 273,747	\$ 261,524	\$ 258,411

(1) State of New York Mortgage Agency.

(2) During 2009, we sold \$6.2 million of residential mortgage loans with low yields to the Federal Home Loan Mortgage Corporation ("FHLMC") in order to offset long term interest rate risk.

**One- to Four-Family Residential Mortgage Lending.** We emphasize the origination of residential mortgage loans secured by one- to four-family properties. At December 31, 2013, we had one- to four-family residential loans of \$170.8 million, or 61.8%, of the total loan portfolio. Of one- to four-family residential mortgage loans outstanding on that date, 97.7% were fixed rate loans and 2.3% were adjustable rate mortgage loans. At December 31, 2013, approximately 62.2% of our one- to four-family residential mortgage portfolio was secured by property located in Chautauqua County, 32.3% by property located in Erie County and 5.5% by property located elsewhere, primarily in New York State. Approximately 30.8% of all residential loan originations during fiscal year 2013 were re-financings of loans already in our portfolio.

Our residential mortgage loan originations are obtained from customers, residents of our local communities or referrals from local real estate agents, attorneys and builders. Management believes that the Erie County branch offices will be a significant source of new residential mortgage loan generation. Management believes that expanding our residential mortgage lending will continue to enhance our reputation as a service-oriented institution, particularly in Erie County, where we are actively developing and expanding our market presence. The retention of fixed rate one- to four-family residential mortgage loans in our loan portfolio increases our exposure to rising interest rates, since the yields earned on such fixed-rate assets would remain fixed, while the rates paid by the Bank for deposits and borrowings may increase, which could result in lower net interest income. In an effort to manage this interest rate

risk, the Bank is focused on obtaining core deposit accounts (i.e., checking and statement savings accounts) to fund one –to four- family residential mortgage loans, as these product types have lower interest rate costs and are generally less interest rate sensitive when interest rates rise.

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One- to four-family residential mortgage loan originations are generally for terms of 10, 15, 20 or 30 years, amortized on a monthly basis with interest and principal due either bi-weekly or monthly. One- to four-family residential real estate loans may remain outstanding for significantly shorter periods than their contractual terms as borrowers may refinance or prepay loans at their option without penalty. Conventional one- to four-family residential mortgage loans originated by us customarily contain “due-on-sale” clauses that permit us to accelerate the indebtedness of the loan upon transfer of ownership of the mortgaged property. We do not offer “interest only” mortgage loans, subprime or “negative amortization” mortgage loans.

Our residential lending policies and procedures ensure that our one- to four-family residential mortgage loans generally conform to secondary market guidelines. We underwrite all conforming rate loans (i.e. loans with less than a \$417,000 loan balance) using the same criteria required by the Federal Home Loan Mortgage Corporation (“FHLMC”). We originate one- to four-family residential mortgage loans with a loan-to-value ratio up to 97%, and up to 103.5% with our United States Department of Agriculture (“USDA”) Rural Development Guaranteed Loan Program (“GLP”) mortgage loan product. Mortgages originated with a loan-to-value ratio exceeding 80% normally require private mortgage insurance. Private mortgage insurance is not required on loans with an 80% or less loan-to-value ratio. We do not originate any sub-prime mortgage loans and we do not have any sub-prime mortgage loans in our residential mortgage loan portfolio.

We offer adjustable rate mortgage loans with a maximum term of 30 years. When an adjustable rate mortgage is originated, the interest rate is established based on market conditions and competitor rates. When the rate on the adjustable rate mortgage is scheduled to re-price, the adjusted interest rate is tied to a specific U.S. Treasury index and a margin is added, taking into consideration the cap and floor rates established at the time of loan origination.

Our adjustable rate one- to four-family residential mortgage loans include limits on increases or decreases in the interest rate of the loan. The interest rate may increase or decrease by a maximum percentage amount per adjustment period with a ceiling rate and a floor rate being defined at the time of origination. The retention of adjustable rate one- to four-family residential mortgage loans in our loan portfolio helps reduce exposure to changes in interest rates. However, there are unquantifiable credit risks resulting from potential increased costs to the borrower as a result of the pricing of adjustable rate mortgage loans. During periods of rising interest rates, the risk of default on one- to four-family adjustable rate mortgage loans may increase due to the increase of interest cost to the borrower.

We regularly provide a loan product to our customers that is underwritten using the criteria required by FHLMC. After a loan is originated and funded, we may sell the loan to FHLMC. During 2013, we did not sell any loans to FHLMC. We sold loans to the State of New York Mortgage Agency (“SONYMA”) during 2013 and will continue to do so as long as the product is offered. We retain all servicing rights for one- to four-family residential mortgage loans that we sell.

Generally, Lake Shore Savings retains the mortgage loans that it originates in its portfolio. As a result, Lake Shore Savings is exposed to increases in market interest rates, since the yield earned on fixed-rate assets would remain fixed, while the rates paid by Lake Shore Savings for deposits and borrowings may increase, which could result in lower net interest income.

**Home Equity Loans and Lines of Credit.** We currently provide all-in-one home equity lines of credit and have provided home equity loans in the past to our customers. Home equity lines of credit are generally made for owner-occupied homes, and are secured by first or second mortgages on residences. At December 31, 2013, home equity loans and lines of credit totaled \$31.7 million, or 11.5% of the total loan portfolio, of which 89.9% were adjustable rate loans and 10.1% were fixed rate loans. The all-in-one home equity line of credit must have a minimum line amount of \$5,000 up to a maximum of 85% of the total loan-to-value ratio. Home equity lines of credit products, which have interest rates tied to the prime rate, generally have a 15 year draw period and a 15 year payback period.



Since 2010, adjustable rate home equity loans include limits on decreases in the interest rate of the loan. The decrease in the interest rate may not be below the “floor” rate established at time of origination. A customer has the option to convert either a portion, or the entire line of

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credit balance, to a term loan at a fixed rate of interest. As the customer pays down the balance on the term loan, the funds available on the line of credit increase by a like amount. All-in-one home equity lines of credit have 15 year maximum terms.

**Commercial Real Estate Loans.** We originate commercial real estate loans to finance or refinance the purchase of real property, which generally consists of developed real estate, such as office buildings, warehouses, retail properties and apartment buildings, which is typically held as collateral for the loan. At December 31, 2013, commercial real estate loans totaled \$58.7 million, or 21.3%, of the total loan portfolio. In underwriting commercial real estate loans, consideration is given to the property's historic cash flow, paying capacity of the obligor, current and projected occupancy, location, and physical condition. Within the commercial real estate portfolio at December 31, 2013, approximately 26.8% consisted of loans that are collateralized by properties located in Chautauqua County, 63.5% by properties located in Erie County, and 9.7% by properties located elsewhere in New York State. The average commercial real estate loan is for a principal amount of approximately \$393,000 at December 31, 2013 and the largest commercial real estate loan in our portfolio as of December 31, 2013 was \$3.8 million and secured by a commercial building used as a shopping plaza with multiple commercial tenants. This loan was performing in accordance with its terms on that date. We originate a variety of fixed and adjustable rate commercial real estate loans generally for terms up to 5 to 10 years and payments based on an amortization schedule of up to 20 years. Adjustable rate loans are typically based on the current Federal Home Loan Bank of NY ("FHLBNY") rates for a similar termed borrowing with an added spread based on the type and size of the loan. We lend up to a maximum loan-to-value ratio of 75% on commercial real estate properties and require a minimum debt coverage ratio of 1.2 to 1 and a first lien on collateral.

Commercial real estate lending involves additional risks compared with one- to four-family residential lending, because payments on loans secured by commercial real estate properties are often dependent on the successful operation or management of the properties, and/or the collateral value of the commercial real estate securing the loan, and repayment of such loans may be subject to adverse conditions in the real estate market or economic conditions to a greater extent than one- to four-family residential mortgage loans. Also, commercial real estate loans typically involve large loan balances to single borrowers or groups of related borrowers. Our loan policies limit the amount of loans to a single borrower or group of borrowers to reduce this risk and are designed to set such limits within those prescribed by applicable federal and state statutes and regulations. We engage a third party to conduct reviews of the commercial real estate portfolio to ensure adherence to our underwriting standards and policy requirements.

**Construction Loans.** We originate loans to finance the construction of both one- to four-family homes and commercial real estate. These loans typically have a 12 month or less construction period, whereby draws are taken and interest only payments are made. As part of the draw process, inspection and lien checks are required prior to the disbursement of the proceeds. At the end of the construction period, the loan automatically converts to either a conventional residential or commercial real estate mortgage, as applicable. At December 31, 2013, construction loans totaled \$936,000, or less than 1%, of our total loan portfolio.

**Commercial Loans.** In addition to commercial real estate loans, we also engage in small business commercial lending, including business installment loans, lines of credit, and other commercial loans. At December 31, 2013, commercial loans totaled \$12.6 million, or 4.6%, of the total loan portfolio. This amount includes \$2.4 million of equipment loans that we have purchased from a third party broker. The average commercial loan is for a principal amount of approximately \$71,000 at December 31, 2013 and the largest outstanding commercial loan in our portfolio as of December 31, 2013 was \$2.1 million and secured by general business assets. This loan was performing in accordance with its terms on that date. Most of our commercial loans have fixed interest rates, and are for terms generally not in excess of 10 years. Whenever possible, we collateralize these loans with a lien on business assets and equipment and require the personal guarantees from principals of the borrower. Interest rates on commercial loans generally have higher yields than rates on one- to four-family residential mortgages. We offer commercial loan services designed to give business owners borrowing opportunities for modernization, inventory, equipment,

construction, consolidation, real estate, working capital, vehicle purchases, and the refinancing of existing corporate debt.

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Commercial loans are generally considered to involve a higher degree of risk than residential mortgage loans because the collateral underlying the loans may be in the form of furniture, fixtures, and equipment and/or inventory subject to market obsolescence. Commercial loans may also involve relatively large loan balances to single borrowers or groups of related borrowers, with the repayment of such loans typically dependent on the successful operation and income stream of the borrower. Such risks can be significantly affected by economic conditions. In addition, commercial business lending generally requires substantially greater oversight efforts compared to residential real estate lending. We engage a third party to conduct reviews of the commercial loan portfolio to ensure adherence to our underwriting standards and policy requirements.

**Consumer Loans.** We offer a variety of consumer loans. At December 31, 2013, consumer loans totaled \$1.5 million, or less than 1%, of the total loan portfolio. The largest component of our consumer loan portfolio are personal consumer loans and overdraft lines of credit, which are available for amounts up to \$5,000 for unsecured loans and greater amounts for secured loans depending on the type of loan and value of the collateral. Consumer loans, excluding overdraft lines of protection, generally are offered for terms of up to 10 years, depending on the collateral, at fixed interest rates. Our consumer loan portfolio also consists of vehicle loans, motorcycle loans, other unsecured consumer loans up to \$5,000, secured and unsecured property improvement loans, and other secured loans.

Generally, the volume of consumer lending has declined as borrowers have opted for home equity lines, where a mortgage-interest federal tax deduction is available, as compared to unsecured loans or loans secured by property other than residential real estate. We continue to make automobile loans directly to borrowers and primarily on used vehicles. We make other consumer loans, which may or may not be secured. The terms of such loans vary depending on the collateral.

Consumer loans are generally originated at higher interest rates than residential mortgage loans but also tend to have a higher credit risk due to the loans being either unsecured or secured by rapidly depreciable assets. Furthermore, consumer loan payments are dependent on the borrower's continuing financial stability, and therefore are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Despite these risks, our level of consumer loan delinquencies generally has been low. No assurance can be given, however, that our delinquency rate or losses will continue to remain low in the future.

**Loan Approval Procedures and Authority.** Our lending policies are approved by our Board of Directors. Home equity loans in excess of \$25,000 and all one- to four-family residential mortgage loans up to \$417,000 require approval by the Internal Residential Loan Committee, including one of the following officers: Chief Executive Officer, Chief Financial Officer, Vice President – Commercial and Small Business Lending – Chautauqua County or Vice President Chief Commercial Lending Officer. If these types of loans are between \$417,000 and \$1.0 million, then the approval of two of the above officers along with another member of the Internal Residential Loan Committee is required. If these types of loans are in excess of \$1.0 million, then full Board of Director approval is required.

For all commercial loans, including commercial real estate loans, certain Vice Presidents and Commercial Lending Officers have authority to approve loans for total obligor credit up to \$100,000. Commercial loans with total obligor credit in excess of \$100,000 and up to \$500,000 require approval by a member of the Internal Commercial Loan Committee and any one of the following: Chief Executive Officer or Vice President – Chief Commercial Lending Officer. Commercial loans with total obligor credit in excess of \$500,000 require full Board of Director approval.

Additionally, branch managers are granted authority to approve certain loans, mainly consumer loans, in smaller amounts deemed appropriate by our Board of Directors. Levels of lending authority for consumer loans are established and granted to specific branch managers and loan officers based on position and experience.

Current Lending Procedures. Upon receipt of a completed loan application from a prospective borrower, we order a credit report and verify certain other information. If necessary, we obtain additional

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financial or credit related information. We require an appraisal for all residential and commercial real estate loans and home equity loans, including loans made to refinance existing mortgage loans. Appraisals are performed by licensed third-party appraisal firms that have been approved by our Board of Directors. An appraisal management firm has been hired to handle all requests for appraisals on residential real estate loans. We require title insurance on all residential and commercial real estate loans and certain other loans. We also require hazard insurance on all real estate loans, and if applicable, we require borrowers to obtain flood insurance prior to closing. Based on loan-to-value ratios and lending guidelines, escrow accounts may be required for such items as real estate taxes, hazard insurance, flood insurance, and private mortgage insurance premiums.

#### Asset Quality

One of our key operating objectives has been, and continues to be, maintaining a high level of asset quality. Our high proportion of one- to four-family residential mortgage loans, the maintenance of sound credit standards for new loan originations and loan administration procedures have resulted in low delinquency ratios, especially in light of current economic conditions. These factors have contributed to our strong financial condition.

**Collection Procedures.** We have adopted a loan collection policy to maintain adequate control on the status of delinquent loans and to ensure compliance with the Fair Debt Collection Practices Act, the Dodd-Frank Act and the Consumer Protection Act. When a borrower fails to make required payments on a residential, home equity, commercial, or consumer loan, we take a number of steps to induce the borrower to cure the delinquency and restore the loan to a current status. Our collections department documents every time a borrower is contacted either by phone or in writing and maintains records of all collection efforts. Once an account becomes delinquent for 15 days, a late notice is mailed to the borrower and any guarantors on a loan. A second notice is mailed following the 30th day of delinquency. At this time, we also directly contact the borrower. Such contact may be repeated if a loan is delinquent between 60-89 days.

Once a one- to four-family residential loan has been delinquent for more than 90 days, the loan is deemed a “classified asset” and is reported to our Board of Directors. In 2010, amendments to the New York State (“NYS”) Real Property Actions and Proceedings Law (“RPAPL”) became effective whereby specific pre-foreclosure procedures for any one- to four-family residence located in NYS must be followed. When the Company wants to pursue foreclosure action against a borrower, the law requires us to mail a 90 day pre-foreclosure notice of the impending foreclosure action to the borrower prior to commencement of the action. Within 3 days of sending this notice, the collection department sends the notice information to the NYS Superintendent of Banks through the NYS Banking Department’s online system. The Company must also send a 30-day demand letter to the borrower sixty days after the initial pre-foreclosure notice was sent. The demand letter includes updated loan balances regarding the potential foreclosure action. In order to receive approval for foreclosure action from the courts, the law requires a mandatory conference hearing between the court, borrower and bank. Prior to proceeding with any foreclosure action in the case of a secured loan, we will review the collateral to determine whether its possession would be cost-effective for us. In cases where the collateral fails to fully secure the loan, in addition to repossessing the collateral, we may also sue on the note underlying the loan.

If a commercial loan has been delinquent for more than 30 days, the loan file is reviewed for classification, and the borrower is contacted. If a commercial loan is 90 days or more past due, the loan is considered non-performing. If the delinquency continues, the borrower is advised of the date that the delinquency must be cured, or the loan is considered to be in default. At that time, foreclosure procedures are initiated on loans secured by real estate, and all other legal remedies are pursued.

The collection procedures for consumer loans include the sending of periodic late notices and letters to a borrower once a loan is past due. On a monthly basis, a review is made of all consumer loans which are 30 days or more past

due. Consumer loans that are 180 days delinquent, where the borrowers have failed to demonstrate repayment ability, are classified as loss and charged-off. Once a charge-off decision has been

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made, the collections manager or management pursues legal action such as small claims court, judgments, salary garnishment and repossessions in an attempt to collect the deficiency from the borrower.

Non-performing Loans and Non-performing Assets. We define non-performing loans as loans that are either non-accruing or accruing whose payments are 90 days or more past due and non-accruing troubled debt restructurings. Non-performing assets, including non-performing loans and foreclosed real estate totaled \$5.2 million, or 1.08% of total assets at December 31, 2013, and \$3.0 million or 0.62% of total assets at December 31, 2012.

The following table presents information regarding our non-accrual loans, accruing loans delinquent 90 days or more, non-performing loans, foreclosed real estate, and performing loans classified as troubled debt restructurings, as of the dates indicated.

	At December 31,				
	2013	2012	2011	2010	2009
	(Dollars in thousands)				
Loans past due 90 days or more but still accruing:					
Real estate loans:					
Residential, one- to four-family	\$ 79	\$ 10	\$ 328	\$ 391	\$ 456
Home equity	2	-	21	39	142
Commercial	-	-	-	43	65
Construction	-	-	-	-	-
Other loans:					
Commercial	-	-	87	-	-
Consumer	-	18	23	59	1
Total	\$ 81	\$ 28	\$ 459	\$ 532	\$ 664
Loans accounted for on a non-accrual basis:					
Real estate loans:					
Residential, one- to four-family(1)	\$ 2,145	\$ 1,628	\$ 1,821	\$ 1,279	\$ 753
Home equity(2)	325	299	209	122	32
Commercial	1,911	255	228	370	192
Construction	-	-	-	-	-
Other loans:					
Commercial	137	201	76	27	19
Consumer	7	9	5	11	17
Total non-accrual loans	4,525	2,392	2,339	1,809	1,013
Total non-performing loans	4,606	2,420	2,798	2,341	1,677
Foreclosed real estate	581	580	315	304	322
Total non-performing assets	\$ 5,187	\$ 3,000	\$ 3,113	\$ 2,645	\$ 1,999
Ratios:					
Non-performing loans as a percent of net loans:	1.66 %	0.89 %	1.02 %	0.89 %	0.65 %
Non-performing assets as a percent of total assets:	1.08 %	0.62 %	0.64 %	0.55 %	0.47 %
Troubled debt restructuring:					
Loans accounted for on a non-accrual basis	\$ 48	\$ 31	\$ 31	\$ -	\$ -
Performing loans	148	-	-	-	-

(1) As of December 31, 2013, one residential, one- to four-family loan for \$48,000 and accounted for on a non-accrual basis was restructured and classified as a troubled debt restructuring, due to the borrower's financial difficulties.



(2) As of December 31, 2012 and 2011, one home equity loan for \$31,000 and accounted for on a non-accrual basis was restructured and classified as a troubled debt restructuring, due to the borrower's financial difficulties.

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Loans are placed on non-accrual status either when reasonable doubt exists as to the full timely collection of interest and principal, or when a loan becomes 90 days past due, unless an evaluation by the internal Asset Classification Committee indicates that the loan is well-secured or in the process of collection. When our Asset Classification Committee designates loans on which we stop accruing interest income as non-accrual loans, we reverse outstanding interest income that was previously credited. We may again recognize income in the period that we collect such income, when the ultimate collectability of principal is no longer in doubt. We return a non-accrual loan to accrual status when factors indicating doubtful collection no longer exist.

Our recorded investment in non-accrual loans totaled \$4.5 million at December 31, 2013 and \$2.4 million at December 31, 2012. The increase from 2012 was primarily due to one commercial real estate loan becoming past due during the fourth quarter of 2013. If all non-accrual loans had been current in accordance with their terms during the years ended December 31, 2013, 2012 and 2011, interest income on such loans would have amounted to \$162,000, \$143,000 and \$129,000 respectively.

Real estate acquired as a result of foreclosure is classified as foreclosed real estate until such time as it is sold. We carry foreclosed real estate at its fair value less estimated selling costs at the date of acquisition. If a foreclosure action is commenced and the loan is not brought current, paid in full, or refinanced before the foreclosure sale, the property could be sold at the foreclosure sale (to an outside bidder). If not, and we retain the property, then we will sell the real property securing the loan as soon thereafter as practical. Our foreclosed real estate totaled \$581,000 at December 31, 2013 and \$580,000 at December 31, 2012.

Troubled debt restructurings (“TDRs”) occur when we grant borrowers’ concessions that we would not otherwise grant but for economic or legal reasons pertaining to the borrower’s financial difficulties. A concession is made when the terms of the loan modification are more favorable than the terms the borrower would have received in the current market under similar financial difficulties. These concessions may include, but are not limited to, modifications of the terms of the debt, the transfer of assets or the issuance of an equity interest by the borrower to satisfy all or part of the debt, or the substitution or addition of borrower(s). The Company identifies loans for potential TDRs primarily through direct communication with the borrower and evaluation of the borrower’s financial statements, revenue projections, tax returns and credit reports. Even if the borrower is not presently in default, management will consider the likelihood that cash flow shortages, adverse economic conditions, and negative trends may result in a payment default in the near future. Generally, we will not return a TDR to accrual status until the borrower has demonstrated the ability to make principal and interest payments under the restructured terms for at least six consecutive months. Our TDRs are impaired loans, which may result in specific allocations and subsequent charge-offs if appropriate.

At December 31, 2013, five loans were modified and reported as a TDR, including four one- to four-family residential loans for \$192,000 and one home equity loan for \$4,000. One of the TDR loans, a one- to four-family residential loan, for \$48,000 was placed on non-accrual status and is included with non-accrual loans in the above table. This loan is classified as substandard and was 30 days past due and was not performing in accordance with the revised terms at December 31, 2013. At December 31, 2012 and 2011, one home equity loan for \$31,000 was modified and classified as a TDR due to the borrower’s financial difficulties. This loan was placed on non-accrual status and was included with non-accrual loans in the above table.

Classification of Loans. Federal regulations require us to regularly review and classify our loans. In addition, our regulators have the authority to identify problem loans and, if appropriate, require them to be classified. There are three classifications for problem loans: substandard, doubtful and loss. “Substandard loans” have one or more defined weaknesses and are characterized by the distinct possibility that we will sustain some loss if the deficiencies are not corrected. A substandard loan would be one inadequately protected by the current net worth and paying capacity of

the obligor or pledged collateral, if applicable. "Doubtful loans" have all the weaknesses inherent in substandard loans with the additional characteristic that the weaknesses present make collection or liquidation in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. A loan classified as a "loss" is considered uncollectible and of such little value that its continuance on the books is not warranted. This does not mean

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that an asset does not have recovery or salvage value, but simply that it is not practical or desirable to defer writing off all or a portion of a worthless asset even though partial recovery may occur in the future. Regulations also provide for a “special mention” category, (i.e. criticized loans) described as loans which do not currently expose us to a sufficient degree of risk to warrant classification but do possess credit deficiencies or potential weaknesses deserving our close attention.

The allowance for loan losses is established through a provision for loan losses based on management evaluation of the losses inherent in the loan portfolio. When we classify loans as either substandard or doubtful, we set aside a loss reserve for such loans as we deem prudent. When we classify problem loans as loss, we typically charge-off the outstanding loan balance against the allowance for loan losses reserve. Our determination as to the classification of our loans and the amount of our loss allowances are subject to review by our regulatory agencies, which can require that we establish additional loss allowances. We regularly review our loan portfolio to determine whether any loans require classification in accordance with applicable regulations. On the basis of our review of our loans at December 31, 2013, classified and criticized loans consisted of special mention loans of \$3.1 million, substandard loans of \$5.7 million, doubtful loans of \$582,000 and loss loans of \$4,000. The classified and criticized loans total included \$4.6 million of nonperforming loans.

The following table shows the aggregate amounts of our classified and criticized loans at the dates indicated.

	At December 31,		
	2013	2012	2011
	(Dollars in thousands)		
Special mention loans	\$ 3,090	\$ 3,863	\$ 4,546
Substandard loans (1)	5,701	5,773	2,722
Doubtful loans	582	230	598
Loss loans	4	-	60
Total classified and criticized loans	\$ 9,377	\$ 9,866	\$ 7,926

(1) During 2012, the growth in substandard loans was primarily due to an increase in commercial real estate loans which exhibited one or more defined weaknesses which could lead to losses if not corrected.

Delinquencies. The following table provides information about delinquencies in our loan portfolio at the dates indicated.

	At December 31,					
	2013		2012		2011	
	60-89 Days Past Due	90 + Days Past Due	60-89 Days Past Due	90 + Days Past Due	60-89 Days Past Due	90 + Days Past Due
	(Dollars in thousands)					
Residential real estate (1)	\$ 857	\$ 1,036	\$ 407	\$ 1,515	\$ 659	\$ 2,146

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Commercial real estate	-	1,911	-	255	39	228
Commercial business	-	41	20	71	3	159
Consumer loans	1	4	4	26	4	28
Total	\$ 858	\$ 2,992	\$ 431	\$ 1,867	\$ 705	\$ 2,561

(1) Includes home equity loans and lines of credit and construction loans.

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Allowance for Loan Losses. The allowance for loan losses is a valuation account that reflects our evaluation of the losses inherent in our loan portfolio. We maintain the allowance through provisions for loan losses that we charge to income. We charge losses on loans against the allowance for loan losses when we believe the collection of the loan is unlikely.

Our evaluation of risk in maintaining the allowance for loan losses includes the review of all loans on which the collectability of principal may not be reasonably assured. We consider the following factors as part of this evaluation: historical loan loss experience; payment status; the estimated value of the underlying collateral; changes in lending policies, procedures and loan review system; changes in the experience, ability, and depth of lending management and other relevant staff; trends in loan volume and the nature of the loan portfolio; and national and local economic conditions. There may be other factors that may warrant consideration in maintaining an allowance at a level sufficient to provide for probable loan losses. Although our management believes that it has established and maintained the allowance for loan losses to reflect losses inherent in our loan portfolio, based on its evaluation of the factors noted above, future additions may be necessary if economic and other conditions differ substantially from the current operating environment.

In addition, various regulatory agencies periodically review our allowance for loan losses as an integral part of their examination process. These agencies, including the Office of the Comptroller of the Currency, may require us to increase the allowance for loan losses or the valuation allowance for foreclosed real estate based on their evaluation of the information available to them at the time of their examination.

The allowance consists of allocated, general and unallocated components. The allocated component relates to loans that are classified as doubtful, substandard, loss or special mention. See "Asset Quality – Classification of Loans." For such loans that are also classified as impaired, an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of the loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative and environmental factors, as mentioned above. An unallocated component may be maintained to cover uncertainties that could affect management's estimate of probable losses, such as downturns in the local economy. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating allocated and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that we will not be able to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Impairment is measured on a loan-by-loan basis for commercial real estate loans and commercial loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, we do not separately identify individual consumer, home equity or one- to four-family real estate loans for impairment disclosures, unless they are subject to a troubled debt restructuring. At December 31, 2013, there were four one- to four-family real estate loans, three commercial real estate loans, three commercial business loans, and one home equity loan classified as impaired loans for a total of \$2.6 million. At December 31, 2012, there was one commercial real estate loan and two commercial business loans classified as impaired loans for a total of \$326,000. Refer to Note 5 in the Notes to the Consolidated Financial Statements for more information on our impaired loans.

Provision for loan losses decreased by \$551,000 to \$105,000 for the year ended December 31, 2013 from \$656,000 for the year ended December 31, 2012. The decrease in provision for loan losses was primarily due to a minimal increase (less than 1.0%) in commercial loan balances as of December 31, 2013 when compared to prior year

balances, as well as a 5.0% decrease in total classified and criticized loans as of December 31, 2013 in comparison to December 31, 2012. Our credit quality continues to remain strong. The ratio of nonperforming loans to total net loans was 1.66% as of December 31, 2013. The majority of our loans

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are one- to four-family residential mortgage loans or commercial real estate loans backed by first lien collateral on real estate held in the Western New York region. Western New York has not been impacted as severely as other parts of the country by fluctuating real estate market values. We do not hold any sub-prime loans in our loan portfolio.

The following table sets forth activity in our allowance for loan losses and other ratios at or for the years indicated.

	At or for the Year Ended				
	December 31,				
	2013	2012	2011	2010	2009
	(Dollars in thousands)				
Balance at beginning of year:	\$ 1,806	\$ 1,366	\$ 953	\$ 1,564	\$ 1,476
Provision for loan losses	105	656	415	2,115	265
Charge-offs:					
Real estate loans:					
Residential, one- to four-family	(51)	(134)	-	(35)	(146)
Home equity	-	(14)	(29)	(6)	(54)
Commercial	(21)	-	(15)	(2,440)	(24)
Construction	-	-	-	-	-
Other loans:					
Commercial	(47)	(80)	(1)	(247)	(9)
Consumer	(32)	(11)	(17)	(22)	(33)
Total charge-offs	(151)	(239)	(62)	(2,750)	(266)
Recoveries:					
Real estate loans:					
Residential, one- to four-family	35	1	4	19	74
Home equity	5	-	-	-	7
Commercial	9	20	52	-	-
Construction	-	-	-	-	-
Other loans:					
Commercial	3	1	-	-	-
Consumer	1	1	4	5	8
Total recoveries	53	23	60	24	89
Net charge-offs	(98)	(216)	(2)	(2,726)	(177)
Balance at end of year	\$ 1,813	\$ 1,806	\$ 1,366	\$ 953	\$ 1,564
Average loans outstanding	\$ 271,705	\$ 268,265	\$ 270,697	\$ 258,150	\$ 250,846
Allowance for loan losses as a percent of total net loans	0.65%	0.66%	0.50%	0.36%	0.60%
Allowance for loan losses as a percent of non-performing loans	39.36%	74.63%	48.82%	40.71%	93.26%
Ratio of net charge-offs to average loans outstanding	0.04%	0.08%	0.01%	1.06%	0.07%





The following table presents our allocation of the allowance for loan losses by loan category and the percentage of loans in each category to total loans at the years indicated. The allowance for loan losses allocated to each category is not necessarily indicative of inherent losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	At December 31, 2013			2012			2011			2010		
	Amount	% of Allowance to Total	% of Loans in Category to Total	Amount	% of Allowance to Total	% of Loans in Category to Total	Amount	% of Allowance to Total	% of Loans in Category to Total	Amount	% of Allowance to Total	% of Loans in Category to Total
(Dollars in thousands)												
Real Estate Loans:												
Residential, one- to four- family	\$ 355	19.6%	61.8%	\$ 393	21.7%	61.7%	\$ 441	32.3%	66.8%	\$ 407	42.7%	
Home equity	80	4.4%	11.5%	79	4.4%	11.3%	125	9.2%	11.2%	141	14.8%	
Commercial (1)(2)	1,104	60.9%	21.3%	1,118	61.9%	21.2%	522	38.2%	16.4%	278	29.2%	
Construction	-	-	0.3%	-	-	0.1%	-	-	0.2%	1	0.1%	
	1,539	84.9%	94.9%	1,590	88.0%	94.3%	1,088	79.7%	94.6%	827	86.8%	
Other loans:												
Commercial(2)	218	12.0%	4.6%	202	11.2%	5.0%	265	19.4%	4.7%	104	10.9%	
Consumer	9	0.5%	0.5%	14	0.8%	0.7%	13	0.9%	0.7%	21	2.2%	
	227	12.5%	5.1%	216	12.0%	5.7%	278	20.3%	5.4%	125	13.1%	
Total allocated	\$ 1,766	97.4%	100.0%	\$ 1,806	100.0%	100.0%	\$ 1,366	100.0%	100.0%	\$ 952	99.9%	
Total unallocated	47	2.6%		-	-		-	-		1	0.1%	
Balance at end of year	\$ 1,813	100.0%		\$ 1,806	100.0%		\$ 1,366	100.0%		\$ 953	100.0%	

(1) The increase as of December 31, 2012 was primarily due to an increase in our commercial real estate portfolio and classified commercial real estate loans.

(2) The increase as of December 31, 2011 was primarily due to the review of certain environmental factors for commercial real estate loans and commercial loans. Management concluded that an increased reserve was needed for its commercial loan portfolio due to the increase in portfolio size and the standard risks presented by these types of loans.

#### Investment Activities

General. Our Board of Directors reviews and approves our investment policy on an annual basis. This policy dictates that investment decisions be made based on the safety of the investment, liquidity requirements, potential returns, cash flow targets, and consistency with our interest rate risk management strategy. The Board of Directors has delegated primary responsibility for ensuring that the guidelines in the investment policy are followed to the Chief Executive Officer and the Chief Financial Officer. Our Chief Executive Officer and Chief Financial Officer are responsible for making securities portfolio decisions in accordance with established policies and have the authority to purchase and sell securities within the specific guidelines established by the investment policy. In addition, all transactions are reviewed by the Asset/Liability Committee of the Board of Directors which meets at least quarterly.

All of our securities carry market risk, as increases in market rates of interest may cause a decrease in the fair value of the securities. Our investment policy is designed primarily to manage the interest rate sensitivity of our assets and liabilities, to generate a favorable return without incurring undue interest rate or credit risk, to complement our lending activities and to provide and maintain liquidity within established guidelines. In establishing our investment strategies, we consider our interest rate sensitivity, the types of securities to be held, liquidity and other factors. We have also engaged an independent financial advisor to recommend investment securities according to a plan which has been approved by the Asset/Liability Committee and the Board of Directors. Federal savings banks have authority to invest in various types of

assets, including U.S. Government obligations, securities of various federal agencies, obligations of states and municipalities, mortgage-backed and asset-backed securities, collateralized-mortgage obligations, certain time deposits of insured banks and savings institutions, certain bankers' acceptances, repurchase agreements, loans of federal funds, and, subject to certain limits, corporate debt and commercial paper.

All of the securities in our portfolio are classified as "available for sale". The securities are reported at fair value, and unrealized gains and losses on the securities are excluded from earnings and reported, net of deferred taxes, as a separate component of equity. Our current securities portfolio consists of collateralized mortgage obligations, mortgage backed securities, asset-backed securities, U.S. Government obligations and municipal bonds. Nearly all of our mortgage backed securities are directly or indirectly insured or guaranteed by FHLMC, the Government National Mortgage Association ("GNMA") or the Federal National Mortgage Association ("FNMA", or "Fannie Mae"). The municipal securities we invest in have maturities of 20 years or less and many have private insurance guaranteeing repayment. The majority of municipal securities in our portfolio are unlimited general obligation bonds.

We have investments in FHLB NY stock, which must be held as a condition of membership in the Federal Home Loan Bank system. The investment in FHLB NY stock is considered restricted and is reported at book value on the Consolidated Statements of Financial Condition.

Fair values of available for sale securities were based on a market approach, with the exception of five private-label asset-backed securities that are not currently trading in an active market. Fair values of these securities were calculated based on a cash flow approach. Securities which are fixed income instruments that are not quoted on an exchange, but are traded in active markets, are valued using prices obtained from our custodian, which used third party data service providers.

**Classification of Investments.** Federal regulations require us to regularly review and classify our investments based on credit risk in determining credit quality of investment portfolios as well as for calculating risk based capital. A decline in the market value of a security due to interest rate fluctuations is not a basis for adverse classification. Instead, the classification is based on the likelihood of the timely and full collection of principal and interest.

In assessing the credit quality of securities in our investment portfolio, we conduct an internal risk analysis, which includes a review of third party research and analytics. If our research indicates that an issuer of a security does not have adequate capacity to meet its financial obligations for the life of the asset, the Company will review the security and consider it for classification.

A security may be classified as Substandard, Doubtful or Loss. A "Substandard" classification indicates that the investment is inadequately protected by the sound worth and paying capacity of the obligor or of the collateral pledged. Investments classified as "Substandard" must have a well defined weakness or weaknesses that jeopardize the liquidation of the debt, and the Company may sustain some loss if deficiencies are not corrected. A "Doubtful" classification has all the weaknesses of a "Substandard" classification with the added characteristic that the weaknesses make collection or liquidation in full highly questionable and improbable. Investments classified "Loss" are considered uncollectible and their continuance as an asset of the Company is no longer warranted.

Our determination as to the classification of our investments are subject to review by our regulatory agencies. We regularly review our investment portfolio to determine whether any investments require classification in accordance with applicable regulations. Our review of our investment portfolio at December 31, 2013 indicated five private-label asset-backed securities that we considered for classification, as the issuer did not have an adequate capacity to meet its financial commitments over the projected life of the investment or the risk of default by the obligor was possible,

resulting in an expectation that the Bank would not receive the full and timely repayment of principal and interest as expected. These five securities had an amortized cost of \$3.6 million and fair value of \$3.5 million. All five securities were classified as "Substandard." These securities were also evaluated for other-than-temporary impairment as noted in the Other than Temporary

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Impairment section of Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and we concluded that an additional \$180,000 and \$102,000 of other-than-temporary impairment needed to be recorded for one private-label asset-backed security during the years ended December 31, 2013 and 2012, respectively.

The following table presents the composition of our securities portfolio in dollar amount of each investment type at the dates indicated.

	At December 31, 2013		2012		2011	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Dollars in thousands)					
Securities available for sale:						
U.S. Treasury bonds	\$ 12,857	\$ 13,848	\$ 12,896	\$ 15,195	\$ 12,935	\$ 15,078
Municipal bonds	57,199	58,044	51,666	56,264	49,561	53,676
Mortgage-backed securities:						
Collateralized mortgage obligations						
-private label	77	81	92	94	133	129
Collateralized mortgage obligations						
-government sponsored entities	63,840	62,625	57,574	58,167	59,669	60,771
Government National Mortgage						
Association	2,153	2,219	2,607	2,896	3,141	3,349
Federal National Mortgage Association	11,452	11,634	15,232	16,272	19,612	20,570
Federal Home Loan Mortgage						
Corporation	5,774	5,816	5,708	6,194	5,246	5,766
Asset-backed securities-private label	3,637	3,498	4,514	4,117	5,459	4,632
Asset-backed securities-government						
sponsored entities	130	134	150	163	173	189
Equity securities	22	65	22	6	22	5
Total available for sale	\$ 157,141	\$ 157,964	\$ 150,461	\$ 159,368	\$ 155,951	\$ 164,165

At December 31, 2013, we did not have any non-U.S. Government and Government agency securities that exceeded 10.0% of equity.

Investment Securities Portfolio, Maturities and Yields. The following table sets forth the scheduled maturities, amortized cost and weighted average yields for our investment portfolio, with the exception of equity securities, at December 31, 2013. Due to repayments of the underlying loans, the average life maturities of mortgage-backed and asset-backed securities generally are substantially less than the final maturities. The weighted average yield does not include the impact of a tax-equivalent adjustment for bank qualified municipals.

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	One year or less		More than One Year through Five Years		More than Five Years through Ten Years		More than Ten Years		Total Securities
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost
(Dollars in thousands)									
Securities available for sale:									
U.S. Treasury bonds	\$ -	-	\$ -	-	\$ 10,629	3.42%	\$ 2,228	4.42%	\$ 12,857
Municipal bonds	-	-	328	3.59%	12,027	3.85%	44,844	3.64%	57,199
Mortgage-backed securities	-	-	335	4.49%	3,314	3.59%	79,647	2.71%	83,296
Asset-backed securities	-	-	-	-	-	-	3,767	5.37%	3,767
Total securities available for sale	\$ -	-	\$ 663	4.04%	\$ 25,970	3.64%	\$ 130,486	3.14%	\$ 157,119

## Sources Of Funds

General. Deposits, borrowings, repayments and prepayments of loans and securities principal, proceeds from the sale of securities, proceeds from maturing securities, and cash flows provided by operations are our primary sources of funds for use in lending, investing and for other general purposes. See “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources.”

Deposits. We offer a variety of deposit accounts having a range of interest rates and terms. We currently offer regular savings deposits (consisting of Christmas Club, passbook and statement savings accounts), money market accounts savings and checking, interest bearing and non-interest bearing checking accounts (i.e., demand deposits), health savings accounts, retirement accounts, time deposits and Interest on Lawyer Accounts (“IOLA”). In addition to accounts for individuals, we also offer commercial checking accounts designed for the businesses operating in our market area.

Deposit flows are influenced significantly by general and local economic conditions, changes in prevailing interest rates, pricing of deposits, and competition. Our deposits are primarily obtained from communities surrounding our offices and we rely primarily on paying competitive rates, service, and long-standing relationships with customers to attract and retain these deposits. We normally do not use brokers to obtain deposits, although we have in the past and may do so in the future.

When we determine our deposit rates, we consider local competition, U.S. Treasury securities offerings, our liquidity needs, and the rates charged on other sources of funds. We generally review our deposit mix and pricing on a weekly basis. Our deposit pricing strategy has generally been to offer competitive rates and to be towards the top of the local market for rates on most types of deposit products. Core deposits (defined as savings deposits, money market accounts, demand deposit accounts and other interest bearing accounts) represented 50.4% and 47.6% of total deposits on December 31, 2013 and 2012, respectively. At December 31, 2013 and 2012, time deposits with remaining terms to maturity of less than one year amounted to \$74.2 million and \$76.6 million, respectively.

The following table presents our time deposit accounts categorized by interest rates which mature during each of the years set forth below and the amounts of such time deposits by interest rate at December 31, 2013, 2012 and 2011.



Interest Rate Range	Period to maturity at December 31, 2013				At December 31,		
	Less than One Year	More than One Year to Two Years	More than Two Years to Three Years	More than Three Years	2013	2012	2011
	(Dollars in thousands)						
0.49% and below	\$ 50,961	\$ 2,554	\$ -	\$ -	\$ 53,515	\$ 23,259	\$ 13,602
0.50% and 0.99%	13,387	12,902	2,750	501	29,540	59,203	55,675
1.00% and 1.99%	2,076	1,135	23,342	25,763	52,316	54,049	63,410
2.00% to 2.99%	7,188	46,409	2,873	4	56,474	60,816	73,532
3.00% to 5.99%	558	172	-	-	730	1,170	13,668
Total	\$ 74,170	\$ 63,172	\$ 28,965	\$ 26,268	\$ 192,575	\$ 198,497	\$ 219,887

The following table presents the distribution of our deposit accounts at the dates indicated by dollar amount and percent of portfolio:

Deposit type:	At December 31, 2013		2012		2011	
	Amount	Percent of total deposits	Amount	Percent of total deposits	Amount	Percent of total deposits
	(Dollars in thousands)					
Savings	\$ 38,833	10.00%	\$ 36,990	9.77%	\$ 33,676	8.87%
Money market	77,990	20.09%	68,228	18.02%	58,157	15.31%
Interest bearing demand	44,517	11.47%	42,350	11.19%	40,649	10.70%
Non-interest bearing demand	34,320	8.84%	32,478	8.58%	27,429	7.22%
Total core deposits	195,660	50.40%	180,046	47.56%	159,911	42.10%
Time deposits with original maturities of:						
Three months or less	1,925	0.50%	4,205	1.11%	4,436	1.17%
Over three months to twelve months	40,569	10.45%	43,751	11.57%	46,126	12.15%
Over twelve months to twenty-four months	31,417	8.09%	33,126	8.75%	47,633	12.54%
Over twenty-four months to thirty-six months	10,668	2.75%	12,341	3.26%	23,181	6.10%
Over thirty-six months to forty-eight months	3,673	0.95%	5,025	1.33%	14,627	3.85%
Over forty-eight months to sixty months	103,390	26.62%	99,084	26.18%	83,448	21.97%

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Over sixty months	933	0.24%	965	0.26%	436	0.12%
Total time deposits	192,575	49.60%	198,497	52.44%	219,887	57.90%
Total deposits	\$ 388,235	100.00%	\$ 378,543	100.00%	\$ 379,798	100.00%

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At December 31, 2013, we had \$69.1 million in time deposits with balances of \$100,000 or more maturing as follows:

Maturity Period	Amount (In thousands)
Three months or less	\$ 8,574
Over three months through six months	5,559
Over six months to twelve months	8,702
Over twelve months	46,243
Total	\$ 69,078

**Short-term Borrowings.** Our borrowings consist of short-term Federal Home Loan Bank advances. At December 31, 2013 and 2012, our short-term borrowings from the Federal Home Loan Bank of New York were \$11.7 million and \$11.2 million, respectively. The short-term borrowings at December 31, 2013 had fixed rates of interest ranging from 0.37% to 0.40% and mature within one year. We have a written agreement with the Federal Home Loan Bank of New York, which allowed us to borrow up to \$124.9 million as of December 31, 2013 which was collateralized by a pledge of certain fixed-rate one- to four-family residential real estate loans. At December 31, 2013, we had outstanding advances under this agreement of \$19.5 million. The Bank also pledges securities as collateral at the Federal Reserve Bank discount window for overnight borrowings. At December 31, 2013, securities with a book value of \$10.6 million and fair value of \$11.1 million were pledged for potential borrowings at the Federal Reserve Bank discount window. There were no balances outstanding with the Federal Reserve Bank at December 31, 2013. The Bank has also established lines of credit with other correspondent banks, currently totaling \$22.0 million, of which \$20.0 million is unsecured and the remaining \$2.0 million is secured by a pledge of the Bank's securities when a draw is made. The lines of credit provide for overnight borrowings through the purchase of Fed Funds, at an interest rate equal to the Fed Funds rate plus a spread. At December 31, 2013, there were no balances outstanding on these lines of credit.

The following table sets forth information concerning balances and interest rates on our short-term borrowings at the dates and for the years indicated.

	2013	2012	2011
	(Dollars in thousands)		
At December 31			
Amount outstanding	\$ 11,650	\$ 11,200	\$ 6,910
Weighted average interest rate	0.39 %	0.38 %	0.32 %
For the year ended December 31			
Highest amount at a month-end	\$ 14,450	\$ 14,320	\$ 9,400
Daily average amount outstanding	12,794	12,763	6,603
Weighted average interest rate	0.38 %	0.39 %	0.36 %

Subsidiary Activities

Lake Shore Savings is the only subsidiary of Lake Shore Bancorp. Lake Shore Savings has no subsidiaries.

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## Personnel

As of December 31, 2013, we had 105 full-time employees and 14 part-time employees. The employees are not represented by a collective bargaining unit and we consider our relationship with our employees to be good.

## Supervision and Regulation

### General

Lake Shore Savings Bank is examined and supervised by the OCC, while Lake Shore Bancorp, Inc. and Lake Shore, MHC are examined and supervised by the Federal Reserve Board. This regulation and supervision establishes a comprehensive framework of activities in which an institution may engage and is intended primarily for the protection of the FDIC's deposit insurance fund and depositors. Under this system of federal regulation, financial institutions are periodically examined to ensure that they satisfy applicable standards with respect to their capital adequacy, assets, management, earnings, liquidity and sensitivity to market interest rates. Lake Shore Savings also is a member of and owns stock in the Federal Home Loan Bank of New York, which is one of the twelve regional banks in the Federal Home Loan Bank System. Lake Shore Savings also is regulated, to a lesser extent, by the FDIC with respect to insurance of deposit accounts and the Board of Governors of the Federal Reserve System, with respect to reserves to be maintained against deposits and other matters. Lake Shore Savings' relationship with its depositors and borrowers also is regulated to a great extent by both federal and state laws, especially in matters concerning the ownership of deposit accounts and the form and content of Lake Shore Savings' mortgage documents.

Any change in these laws or regulations, whether by the FDIC, the OCC, the Federal Reserve Board or Congress, could have a material adverse impact on Lake Shore, MHC, Lake Shore Bancorp and Lake Shore Savings and their operations.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") made extensive changes in the regulation of federal savings banks such as the Bank. Under the Dodd-Frank Act, the Company's former regulator, the Office of Thrift Supervision ("OTS") was eliminated. Responsibility for the supervision and regulation of federal savings banks was transferred to the OCC, which is an agency that is responsible for the regulation and supervision of national banks. The OCC assumed responsibility for implementing and enforcing many of the laws and regulations applicable to federal savings banks. The transfer of regulatory functions became effective on July 21, 2011. At the same time, responsibility for the regulation and supervision of savings and loan holding companies, such as the Company was transferred to the Federal Reserve Board, which supervises bank holding companies.

Additionally, the Dodd-Frank Act created a new Consumer Financial Protection Bureau ("CFPB") as an independent bureau of the Federal Reserve Board. The CFPB assumes responsibility for the implementation of the federal financial consumer protection and fair lending laws and regulations, a function previously assigned to prudential regulators, and has authority to impose new requirements. However, institutions of less than \$10 billion in assets, such as the Bank, will continue to be examined for compliance with consumer protection and fair lending laws and regulations by, and be subject to the enforcement authority of, their primarily regulator rather than the CFPB.

In addition to eliminating the OTS and creating the CFPB, the Dodd-Frank Act, among other things, directs changes in the way that institutions are assessed for deposit insurance, mandates the imposition of consolidated capital requirements on savings and loan holding companies, requires originators of securitized loans to retain a percentage of the risk for the transferred loans, regulates rate-setting for certain debit card interchange fees, repeals restrictions on

the payment of interest on commercial demand deposits and contains a number of reforms related to mortgage originations. The Dodd-Frank Act contained the so-called “Volcker Rule,” which generally prohibits banking organizations from engaging in proprietary trading and from investing in, sponsoring or having certain relationships with hedge or private equity funds (“covered funds”). On December 13, 2013, federal agencies issued a final rule implementing the Volcker Rule which, among other things, requires banking organizations to restructure and limit certain of their investments in and

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relationships with covered funds. At this time, management expects that this rule will have a minimal impact on Lake Shore Savings, Lake Shore Bancorp and Lake Shore, MHC. In addition, the CFPB has finalized a rule implementing the “Ability to Pay” requirements of the Dodd-Frank Act. The regulations generally require creditors to make a reasonable, good faith determination as to a borrower’s ability to repay most residential mortgage loans. The final rule establishes a safe harbor for certain “Qualified Mortgages,” which contain certain features deemed less risky and omit certain other characteristics considered to enhance risk. The Ability to Repay final rules were effective January 1, 2014.

Some of the provisions of the Dodd-Frank Act are subject to delayed effective dates and/or require the issuance of implementing regulations. Their impact on operations cannot yet be fully assessed. However, there is a significant possibility that the Dodd-Frank Act will, at a minimum, result in increased regulatory burden, compliance costs and interest expense for the Company.

Certain of the regulatory requirements that are or will be applicable to Lake Shore Savings, Lake Shore Bancorp and Lake Shore, MHC are described below. This description of statutes and regulations is not intended to be a complete explanation of such statutes and regulations and their effect on Lake Shore Savings, Lake Shore Bancorp and Lake Shore, MHC and is qualified in its entirety by reference to the actual statutes and regulations.

#### Federal Banking Regulation

**Business Activities.** A federal savings bank derives its lending and investment powers from the Home Owners’ Loan Act, as amended, and the regulations of the OCC. Under these laws and regulations, Lake Shore Savings may originate mortgage loans secured by residential and commercial real estate, commercial business loans and consumer loans, and it may invest in certain types of debt securities and certain other assets. Certain types of lending, such as commercial real estate, commercial business and consumer loans, are subject to an aggregate limit calculated as a specified percentage of Lake Shore Savings’ capital or assets. Lake Shore Savings also may establish subsidiaries that may engage in activities not otherwise permissible for Lake Shore Savings, including real estate investment and securities and insurance brokerage.

**Capital Requirements.** OCC regulations require savings banks to meet three minimum capital standards: a 1.5% tangible capital ratio, a 4% leverage ratio (3% for savings banks receiving the highest regulatory rating) and an 8% risk-based capital ratio. The prompt corrective action standards discussed below, in effect, establish a minimum 2% tangible capital standard.

The risk-based capital standard for savings banks requires the maintenance of Tier 1 (core) and total capital (which is defined as core capital and supplementary capital) to risk-weighted assets of at least 4% and 8%, respectively. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% assigned by federal regulations based on the risks believed inherent in the type of asset. Core capital is defined as common stockholders’ equity (including retained earnings but excluding accumulated other comprehensive income), certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries, less intangibles other than certain mortgage servicing rights and credit card relationships. The components of supplementary capital currently include cumulative preferred stock, long-term perpetual preferred stock, mandatory convertible securities, subordinated debt and intermediate preferred stock, the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Overall,

the amount of supplementary capital included as part of total capital cannot exceed 100% of core capital. Additionally, a savings bank that retains credit risk in connection with an asset sale may be required to maintain additional regulatory capital because of the recourse back to the savings bank. In assessing an institution's capital adequacy, the federal regulators take into consideration not only these numeric factors but also qualitative factors as well, and has the authority to establish higher capital requirements for individual associations where necessary.

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At December 31, 2013, Lake Shore Savings Bank's capital exceeded all applicable minimal capital requirements.

In July 2013, the federal banking agencies issued a final rule that will revise the leverage and risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with the agreements that were reached by the Basel Committee on Banking Supervision in "Basel III: A Global Regulatory Framework for More Resilient Banks and Banking Systems" ("Basel III") and the Dodd-Frank Act. Among other things, the rule establishes a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets), increases the minimum Tier 1 capital to risk-weighted assets requirement (from 4% to 6% of risk-weighted assets), and assigns a higher risk weighting (150%) to exposures that are more than 90 days past due or are on non-accrual status and to certain commercial real estate facilities that finance the acquisition, development or construction of real property. The final rule also requires unrealized gains and losses on certain "available for sale" securities holdings to be included for purposes of calculating regulatory capital unless a one-time opt-out is exercised. Additional restraints will also be imposed on the inclusion in regulatory capital of mortgage-servicing assets, deferred tax assets and minority interests. The rule limits a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements. The final rule becomes effective for Lake Shore Savings Bank on January 1, 2015. The capital conservation buffer requirements will be phased in beginning January 1, 2016 and ending January 1, 2019, when the full capital conservation buffer requirement will be effective. At this time, management does not believe that the updated capital limits under this final rule will have a material impact on the capital of Lake Shore Savings Bank.

**Loans to One Borrower.** Generally, a federal savings bank may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of unimpaired capital and surplus. An additional amount may be loaned, equal to 10% of unimpaired capital and surplus, if the loan is secured by readily marketable collateral, which generally does not include real estate. As of December 31, 2013, Lake Shore Savings' largest lending relationship with a single or related group of borrowers totaled \$6.6 million, which represented 10.5% of unimpaired capital and surplus; therefore, Lake Shore Savings was in compliance with the loans-to-one borrower limitations.

**Qualified Thrift Lender Test.** As a federal savings bank, Lake Shore Savings is subject to a qualified thrift lender, or "QTL," test. Under the QTL test, Lake Shore Savings must maintain at least 65% of its "portfolio assets" in "qualified thrift investments" in at least nine months of the most recent 12-month period. "Portfolio assets" generally means total assets of a savings institution, less the sum of specified liquid assets up to 20% of total assets, goodwill and other intangible assets, and the value of property used in the conduct of the savings bank's business.

"Qualified thrift investments" includes various types of loans made for residential housing purposes, investments related to such purposes, including certain mortgage-backed and related securities, and loans for personal, family, household and certain other purposes up to a limit of 20% of portfolio assets. "Qualified thrift investments" also include 100% of an institution's credit card loans, education loans and small business loans. Lake Shore Savings also may satisfy the QTL test by qualifying as a "domestic building and loan association" as defined in the Internal Revenue Code.

A savings bank that fails the QTL test must either convert to a commercial bank charter or operate under specified restrictions. The Dodd-Frank Act makes noncompliance with the QTL Test potentially subject to agency enforcement action for violation of law. At December 31, 2013, Lake Shore Savings maintained 78.93% of its portfolio assets in qualified thrift investments and, therefore, satisfied the QTL test.

**Capital Distributions.** OCC regulations govern capital distributions by a federal savings bank, which include cash dividends, stock repurchases and other transactions charged to the capital account. A savings bank must file an application for approval of a capital distribution if:



- the total capital distributions for the applicable calendar year exceed the sum of the savings bank's net income for that year to date plus the savings bank's retained net income for the preceding two years;
- the savings bank would not be at least adequately capitalized following the distribution;
- the distribution would violate any applicable statute, regulation, agreement or OCC-imposed condition; or
- the savings bank is not eligible for expedited treatment of its filings.

Even if an application is not otherwise required, every savings bank that is a subsidiary of a holding company must still file a notice with the Federal Reserve Board at least 30 days before the board of directors declares a dividend or approves a capital distribution.

The Federal Reserve Board may disapprove a notice or application if:

- the savings bank would be undercapitalized following the distribution;
  - the proposed capital distribution raises safety and soundness concerns; or
- the capital distribution would violate a prohibition contained in any statute, regulation or agreement.

In addition, the Federal Deposit Insurance Act provides that an insured depository institution shall not make any capital distribution if, after making such distribution, the institution would be undercapitalized.

**Liquidity.** A federal savings institution is required to maintain a sufficient amount of liquid assets to ensure its safe and sound operation. We seek to maintain a ratio of liquid assets not subject to pledge as a percentage of deposits and borrowings of 10% or greater. At December 31, 2013, this ratio was 39.7%.

**Community Reinvestment Act and Fair Lending Laws.** All savings banks have a responsibility under the Community Reinvestment Act and related regulations of the OCC to help meet the credit needs of their communities, including low- and moderate-income neighborhoods. In connection with its examination of a federal savings bank, the OCC is required to assess the savings bank's record of compliance with the Community Reinvestment Act. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in those statutes. A savings bank's failure to comply with the provisions of the Community Reinvestment Act could result in denial of certain corporate applications, such as branches or mergers, or in restrictions on its activities. The failure to comply with the Equal Credit Opportunity Act and the Fair Housing Act could result in enforcement actions by the OCC, as well as other federal regulatory agencies and the Department of Justice. Lake Shore Savings received a "satisfactory" Community Reinvestment Act rating in its most recent federal examination.

**Transactions with Related Parties.** A federal savings bank's authority to engage in transactions with its "affiliates" is limited by OCC regulations and by Sections 23A and 23B of the Federal Reserve Act. The term "affiliate" for these purposes generally means any company that controls, is controlled by, or is under common control with an insured depository institution such as Lake Shore Savings. Lake Shore Bancorp, Inc. and Lake Shore MHC are affiliates of Lake Shore Savings. In general, transactions with affiliates must be on terms that are as favorable to the savings bank as comparable transactions with non-affiliates. In addition, certain types of these transactions are restricted to an aggregate percentage of the savings bank's capital. Collateral in specified amounts must usually be provided by affiliates in order to receive loans from the savings bank. In addition, OCC regulations prohibit a savings bank from lending to any of its affiliates that are engaged in activities that are not permissible for bank holding companies and from purchasing the securities of any affiliate, other than a subsidiary. Finally, transactions with affiliates must be consistent with safe and



sound banking practices and may not involve low-quality assets. The OCC requires savings banks to maintain detailed records of all transactions with affiliates.

Lake Shore Savings' authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons, is currently governed by the requirements of Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O of the Federal Reserve Board. Among other things, these provisions require that extensions of credit to insiders (i) be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features, and (ii) not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of Lake Shore Savings' capital. In addition, Lake Shore Savings' board of directors must approve extensions of credit in excess of certain limits. Extensions of credit to executive officers are subject to additional restrictions based on the category of loan.

At December 31, 2013, Lake Shore Savings is in compliance with Regulation O.

**Enforcement.** The OCC has primary enforcement responsibility over federal savings institutions and has the authority to bring enforcement action against all "institution-affiliated parties," including stockholders, and attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order, to removal of officers and/or directors of the institution and the appointment of a receiver or conservator. Civil penalties cover a wide range of violations and actions, and range up to \$25,000 per day, unless a finding of reckless disregard is made, in which case penalties may be as high as \$1.0 million per day. The FDIC also has the authority to recommend to the OCC that enforcement action be taken with respect to a particular savings institution. If the OCC does not take action, the FDIC has authority to take action under specified circumstances.

**Standards for Safety and Soundness.** Federal law requires each federal banking agency to prescribe certain standards for all insured depository institutions. These standards relate to, among other things, internal controls, information systems and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, compensation, and other operational and managerial standards as the agency deems appropriate. The federal banking agencies adopted Interagency Guidelines Prescribing Standards for Safety and Soundness to implement the safety and soundness standards required under federal law. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. The guidelines address internal controls and information systems, internal audit systems, credit underwriting, loan documentation, interest rate risk exposure, asset growth, compensation, fees and benefits. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. If an institution fails to meet these standards, the appropriate federal banking agency may require the institution to submit a compliance plan.

**Prompt Corrective Action Regulations.** Under the prompt corrective action regulations, the OCC is authorized to take supervisory actions against undercapitalized savings banks. For this purpose, a savings bank is placed in one of the following five categories based on the savings bank's capital:

- well-capitalized (at least 5% leverage capital, 6% Tier 1 risk-based capital and 10% total risk-based capital);
- adequately capitalized (at least 4% leverage capital, 4% Tier 1 risk-based capital and 8% total risk-based capital);
- undercapitalized (less than 4% leverage capital, 4% Tier 1 risk-based capital or 8% total risk-based capital);



- significantly undercapitalized (less than 3% leverage capital, 3% Tier 1 risk-based capital or 6% total risk-based capital); and
- critically undercapitalized (less than 2% tangible capital).

Generally, the OCC is required to appoint a receiver or conservator for a savings bank that is “critically undercapitalized” within specific time frames. “Undercapitalized” institutions are subject to certain restrictions, such as on capital distributions and growth. The regulations also provide that a capital restoration plan must be filed with the OCC within 45 days of the date a savings bank receives notice that it is “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized.” Any holding company for the savings bank required to submit a capital restoration plan must guarantee the lesser of: an amount equal to 5% of the savings bank’s assets at the time it was notified or deemed to be undercapitalized by the OCC, or the amount necessary to restore the savings bank to adequately capitalized status. This guarantee remains in place until the OCC notifies the savings bank that it has maintained adequately capitalized status for each of four consecutive calendar quarters. The OCC has the authority to require payment and collect payment under the guarantee. The failure of a holding company to provide the required guarantee will result in certain operating restrictions on the savings bank, such as restrictions on the ability to declare and pay dividends, pay executive compensation and management fees, and increase assets or expand operations. The OCC may also take any one of a number of discretionary supervisory actions against undercapitalized savings banks, including the issuance of a capital directive and the replacement of senior executive officers and directors.

At December 31, 2013, Lake Shore Savings met the criteria for being considered “well-capitalized.” In connection with the final capital rule described earlier, the federal banking agencies have adopted amendments, effective January 1, 2015, to the prompt corrective action framework. The various categories will be revised to incorporate the new common equity capital requirement as well as the increases in the Tier 1 to risk-based capital requirement.

**Insurance of Deposit Accounts.** Lake Shore Savings is a member of the Deposit Insurance Fund, which is administered by the FDIC. Deposit accounts in the Bank are insured by the FDIC. The Dodd-Frank Act permanently increased the maximum amount of deposit insurance for banks and savings institutions to \$250,000 per depositor. The FDIC imposes an assessment for deposit insurance on all depository institutions. Under the FDIC’s risk-based assessment system, insured institutions are assigned to risk categories based on supervisory evaluations, regulatory capital levels and certain other factors. An institution’s assessment rate depends upon the category to which it is assigned and certain adjustments specified by FDIC regulations, with institutions deemed less risky paying lower rates. Assessment rates (inclusive of possible adjustments) currently range from 2 ½ to 45 basis points of each institution’s total assets less tangible capital. The FDIC may increase or decrease the scale uniformly, except that no adjustment can deviate more than two basis points from the base scale without notice and comment rulemaking. The FDIC’s current system represents a change, as required by the Dodd-Frank Act, from its prior practice of basing the assessment on an institution’s volume of deposits.

In 2009, the FDIC, in response to pressures on the Deposit Insurance Fund caused by bank and savings association failures, required all insured depository institutions to prepay their estimated assessments for the fourth quarter of 2009, and for all of 2010, 2011 and 2012. The estimated assessments were based on assumptions established by the FDIC, including an assumed 5% annual growth rate and certain assumed assessment rate increases. That pre-payment, which amounted to \$1.4 million for Lake Shore Savings, was recorded as a prepaid expense and was amortized to expense over three years. The unused prepaid assessments were returned to the institution in June 2013. The Dodd-Frank Act increased the minimum target Deposit Insurance Fund ratio from 1.15% of estimated insured deposits to 1.35% of estimated insured deposits. The FDIC must seek to achieve the 1.35% ratio by September 30, 2020. Insured institutions with assets of \$10 billion or more are supposed to fund the increase. The Dodd-Frank Act eliminated the 1.5% maximum fund ratio, instead leaving it to the discretion of the FDIC and the FDIC has exercised that discretion by establishing a long term fund ratio of 2%.





The FDIC has authority to increase insurance assessments. Any significant increases would have an adverse effect on the operating expenses and results of operations of Lake Shore Savings. Management cannot predict what assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. We do not currently know of any practice, condition or violation that may lead to termination of our deposit insurance.

In addition to the FDIC assessments, the Financing Corporation (“FICO”) is authorized to impose and collect, with the approval of the FDIC, assessments for anticipated payments, issuance costs and custodial fees on bonds issued by the FICO in the 1980s to recapitalize the former Federal Savings and Loan Insurance Corporation. The bonds issued by the FICO are due to mature in 2017 through 2019. For the quarter ended December 31, 2013, the annualized FICO assessment was equal to 0.62 basis points of total assets less tangible capital.

**Prohibitions Against Tying Arrangements.** Federal savings banks are prohibited, subject to some exceptions, from extending credit to or offering any other service, or fixing or varying the consideration for such extension of credit or service, on the condition that the customer obtain some additional service from the institution or its affiliates or not obtain services of a competitor of the institution.

**Federal Home Loan Bank System.** Lake Shore Savings is a member of the Federal Home Loan Bank System, which consists of twelve regional Federal Home Loan Banks. The Federal Home Loan Bank System provides a central credit facility primarily for member institutions. As a member of the Federal Home Loan Bank of New York, Lake Shore Savings is required to acquire and hold shares of capital stock in the Federal Home Loan Bank. As of December 31, 2013, Lake Shore Savings was in compliance with this requirement.

#### Other Regulations

Interest and other charges collected or contracted for by Lake Shore Savings are subject to state usury laws and federal laws concerning interest rates. Lake Shore Savings’ operations are also subject to federal laws applicable to credit transactions, such as the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Real Estate Settlement Procedures Act, requiring that borrowers for one- to four-family residential real estate loans receive various disclosures, including good faith estimates of settlement costs, lender servicing and escrow account practices;
- Home Mortgage Disclosure Act, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies;
- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;
- Truth in Savings Act; and
- rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws.



The operations of Lake Shore Savings also are subject to the:

- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;
- Electronic Funds Transfer Act and Regulation E promulgated thereunder, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services;
- Check Clearing for the 21st Century Act (also known as "Check 21"), which gives "substitute checks," such as digital check images and copies made from that image, the same legal standing as the original paper check;
- Title III of The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (referred to as the "USA PATRIOT Act"), which significantly expanded the responsibilities of financial institutions, including savings and loan associations, in preventing the use of the United States financial system to fund terrorist activities. Among other provisions, the USA PATRIOT Act and the related regulations require savings banks operating in the United States to, among other things, establish broadened anti-money laundering compliance programs, due diligence policies and controls to ensure the detection and reporting of money laundering. Such required compliance programs are intended to supplement existing compliance requirements, also applicable to financial institutions, under the Bank Secrecy Act and the Office of Foreign Assets Control Regulations; and
- The Gramm-Leach-Bliley Act, which places limitations on the sharing of consumer financial information by financial institutions with unaffiliated third parties. Specifically, the Gramm-Leach-Bliley Act requires all financial institutions offering financial products or services to retail customers to provide such customers with the financial institution's privacy policy and provide such customers the opportunity to "opt out" of the sharing of certain personal financial information with unaffiliated third parties.

#### Holding Company Regulation

General. Lake Shore, MHC and Lake Shore Bancorp are savings and loan holding companies within the meaning of the Home Owners' Loan Act. As such, Lake Shore, MHC and Lake Shore Bancorp are registered with the Federal Reserve Board and are subject to Federal Reserve Board regulations, examinations, supervision and reporting requirements. In addition, the Federal Reserve Board has enforcement authority over Lake Shore, MHC and Lake Shore Bancorp, and their subsidiaries. Among other things, this authority permits the Federal Reserve Board to restrict or prohibit activities that are determined to be a serious risk to the subsidiary savings institution. As federal corporations, Lake Shore, MHC and Lake Shore Bancorp are generally not subject to state business organization laws.

Permitted Activities. Pursuant to Section 10(o) of the Home Owners' Loan Act and Federal Reserve Board regulations and policy, a mutual holding company and a federally chartered mid-tier holding company such as Lake Shore Bancorp may engage in the following activities:

- (i) investing in the stock of a savings institution;
- (ii) acquiring a mutual savings bank through the merger of such savings institution into a savings institution subsidiary of such holding company or an interim savings bank subsidiary of such holding company;
- (iii) merging with or acquiring another holding company, one of whose subsidiaries is a savings institution;



- (iv) investing in a corporation, the capital stock of which is available for purchase by a savings institution under federal law or under the law of any state where the subsidiary savings institution or savings institutions share their home offices;
- (v) furnishing or performing management services for a savings institution subsidiary of such company;
- (vi) holding, managing or liquidating assets owned or acquired from a savings subsidiary of such company;
- (vii) holding or managing properties used or occupied by a savings institution subsidiary of such company;
- (viii) acting as trustee under deeds of trust;
- (ix) any other activity (A) that the Federal Reserve Board, by regulation, has determined to be permissible for bank holding companies under Section 4(c) of the Bank Holding Company Act of 1956, unless the Federal Reserve Board, by regulation, prohibits or limits any such activity for savings and loan holding companies; or (B) in which multiple savings and loan holding companies were authorized (by regulation) to directly engage on March 5, 1987;
- (x) any activity permissible for financial holding companies (if such status is elected by the Company) under Section 4(k) of the Bank Holding Company Act, including securities and insurance underwriting; and
- (xi) purchasing, holding, or disposing of stock acquired in connection with a qualified stock issuance if the purchase of such stock by such savings and loan holding company is approved by the Federal Reserve Board. If a mutual holding company acquires or merges with another holding company, the holding company acquired or the holding company resulting from such merger or acquisition may only invest in assets and engage in activities listed in (i) through (xi) above, and has a period of two years to cease any nonconforming activities and divest of any nonconforming investments.

The Home Owners' Loan Act prohibits a savings and loan holding company, including Lake Shore Bancorp and Lake Shore, MHC, directly or indirectly, or through one or more subsidiaries, from acquiring more than 5% of another savings institution or holding company thereof, without prior written approval of the Federal Reserve Board. It also prohibits the acquisition or retention of, with certain exceptions, more than 5% of a non-subsidiary company engaged in activities other than those permitted by the Home Owners' Loan Act; or acquiring or retaining control of an institution that is not federally insured. In evaluating applications by holding companies to acquire savings institutions, the Federal Reserve Board must consider the financial and managerial resources, future prospects of the company and institution involved, the effect of the acquisition on the risk to the insurance fund, the convenience and needs of the community and competitive factors.

The Federal Reserve Board is prohibited from approving any acquisition that would result in a multiple savings and loan holding company controlling savings institutions in more than one state, subject to two exceptions: (i) the approval of interstate supervisory acquisitions by savings and loan holding companies, and (ii) the acquisition of a savings institution in another state if the laws of the state of the target savings institution specifically permit such acquisitions.

The states vary in the extent to which they permit interstate savings and loan holding company acquisitions.

Capital. Historically, savings and loan holding companies have not been subject to regulatory capital requirements. The Dodd-Frank Act, however, requires the Federal Reserve Board to promulgate consolidated capital requirements for depository institution holding companies that are no less stringent, both quantitatively and in terms of components of capital, than those applicable to institutions themselves. Instruments such as



cumulative preferred stock and trust-preferred securities, which are currently includable within Tier 1 capital by bank holding companies within certain limits, would no longer be includable as Tier 1 capital, subject to certain grandfathering. The previously discussed final rule regarding regulatory capital requirements implements the Dodd-Frank Act as to savings and loan holding companies. Consolidated regulatory capital requirements identical to those applicable to the subsidiary savings bank will apply to savings and loan holding companies as of January 1, 2015. As is the case with the savings bank subsidiary, the capital conservation buffer will be phased in between 2016 and 2019.

**Source of Strength.** The Dodd-Frank Act extends the “source of strength” doctrine to savings and loan holding companies. The Federal Reserve Board has promulgated regulations implementing the “source of strength” policy that requires holding companies act as a source of strength to their subsidiary depository institutions by providing capital, liquidity and other support in times of financial stress. Federal Reserve Board policies also provide that holding companies should pay dividends only out of current earnings and only if the prospective rate of earnings retention by the holding company appears consistent with the organization’s capital needs, asset quality and overall financial condition. These policies may affect the ability of a savings and loan holding company to pay dividends or otherwise make capital distribution.

**Waivers of Dividends by Lake Shore, MHC.** The Dodd-Frank Act requires federally-chartered mutual holding companies to give the Federal Reserve Board notice before waiving the receipt of dividends, and provides that in the case of “grandfathered” mutual holding companies, like Lake Shore, MHC, the Federal Reserve Board “may not object” to a dividend waiver if the board of directors of the mutual holding company waiving dividends determines that the waiver: (i) would not be detrimental to the safe and sound operation of the subsidiary savings bank; and (ii) is consistent with the board’s fiduciary duties to members of the mutual holding company. To qualify as a grandfathered mutual holding company, a mutual holding company must have been formed, issued stock and waived dividends prior to December 1, 2009. Lake Shore, MHC qualifies as a grandfathered mutual holding company. The Dodd-Frank Act further provides that the Federal Reserve Board may not consider waived dividends in determining an appropriate exchange ratio upon the conversion of a grandfathered mutual holding company to stock form. In September 2011, however, the Federal Reserve Board issued an interim final rule that also requires, as a condition to waiving dividends, that each mutual holding company obtain the approval of a majority of the eligible votes of its members within 12 months prior to the declaration of the dividend being waived. Lake Shore, MHC solicited its members to vote on the proposal to waive dividends and on February 5, 2014, the members approved the waiver of dividends. The Board of Directors of Lake Shore, MHC subsequently approved a dividend waiver in accordance with the regulations and submitted it to the Federal Reserve Board for their non-objection. As of March 6, 2014, Lake Shore, MHC received the non-objection of the Federal Reserve Board to waive its right to receive dividends paid by the Company during the twelve months ending February 4, 2015. It is expected that Lake Shore, MHC will continue to waive future dividends, except to the extent dividends are needed to fund Lake Shore, MHC’s continuing operations, subject to the ability of Lake Shore, MHC to obtain regulatory approval of its requests to waive dividends and its ability to obtain future member approval of dividend waivers. For more information, see Item 1A, “Risk Factors – Our ability to pay dividends is subject to the ability of Lake Shore Savings to make capital distributions to Lake Shore Bancorp and the waiver of dividends by Lake Shore, MHC.”

**Conversion of Lake Shore, MHC to Stock Form.** Federal Reserve Board regulations permit Lake Shore, MHC to convert from the mutual form of organization to the capital stock form of organization (a “Conversion Transaction”). There can be no assurance when, if ever, a Conversion Transaction will occur, and the board of directors has no current intention or plan to undertake a Conversion Transaction. In a Conversion Transaction, a new holding company would be formed as the successor to Lake Shore Bancorp (the “New Holding Company”), Lake Shore, MHC’s corporate existence would end, and certain depositors of Lake Shore Savings Bank would receive the right to subscribe for shares of the New Holding Company. In a Conversion Transaction, each share of common stock held by stockholders other than Lake Shore, MHC (“Minority Stockholders”) would be automatically converted into a number

of shares of common stock of the New Holding Company determined pursuant to an exchange ratio that ensures that Minority Stockholders own the same percentage of common stock in the New Holding Company as they owned in Lake Shore Bancorp immediately prior to the Conversion Transaction. The total number of shares of common stock held by

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Minority Stockholders after a Conversion Transaction also would be increased by any purchases by Minority Stockholders in the stock offering conducted as part of the Conversion Transaction.

Any Conversion Transaction would be subject to approvals by Minority Stockholders and members of Lake Shore, MHC.

**Liquidation Rights.** Each depositor of Lake Shore Savings has both a deposit account in Lake Shore Savings and a pro rata ownership interest in the net worth of Lake Shore, MHC based upon the deposit balance in his or her account. This ownership interest is tied to the depositor's account and has no tangible market value separate from the deposit account. This interest may only be realized in the unlikely event of a complete liquidation of Lake Shore Savings. Any depositor who opens a deposit account obtains a pro rata ownership interest in Lake Shore, MHC without any additional payment beyond the amount of the deposit. A depositor who reduces or closes his or her account (including reductions to pay for shares of common stock in the stock offering) receives a portion or all, respectively, of the balance in the deposit account but nothing for his or her ownership interest in the net worth of Lake Shore, MHC, which is lost to the extent that the balance in the account is reduced or closed.

In the unlikely event of a complete liquidation of Lake Shore Savings, all claims of creditors of Lake Shore Savings, including those of depositors of Lake Shore Savings (to the extent of their deposit balances), would be paid first. Thereafter, if there were any assets of Lake Shore Savings remaining, these assets would be distributed to Lake Shore Bancorp as Lake Shore Savings' sole stockholder. Then, if there were any assets of Lake Shore Bancorp remaining, depositors of Lake Shore Savings would receive those remaining assets, pro rata, based upon the deposit balances in their deposit account in Lake Shore Savings immediately prior to liquidation.

#### Federal Securities Laws

Lake Shore Bancorp common stock is registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. Lake Shore Bancorp is subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act of 1934.

The registration under the Securities Act of 1933 of shares of the common stock in the stock offering does not cover the resale of the shares. Shares of the common stock purchased by persons who are not affiliates of Lake Shore Bancorp may be resold without registration. Shares purchased by an affiliate of Lake Shore Bancorp will be subject to the resale restrictions of Rule 144 under the Securities Act of 1933. If Lake Shore Bancorp meets the current public information requirements of Rule 144 under the Securities Act of 1933, each affiliate of Lake Shore Bancorp who complies with the other conditions of Rule 144, including those that require the affiliate's sale to be aggregated with those of other persons, would be able to sell in the public market, without registration, a number of shares not to exceed, in any three month period, the greater of 1% of the outstanding shares of Lake Shore Bancorp, or the average weekly volume of trading in the shares during the preceding four calendar weeks. Provision may be made in the future by Lake Shore Bancorp to permit affiliates to have their shares registered for sale under the Securities Act of 1933.

#### Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 addresses, among other issues, corporate governance, auditing and accounting, executive compensation, and enhanced and timely disclosure of corporate information. As directed by the Sarbanes-Oxley Act, the Chief Executive Officer and Chief Financial Officer are required to certify that its quarterly and annual reports do not contain any untrue statement of a material fact. The rules adopted by the Securities and

Exchange Commission under the Sarbanes-Oxley Act have several requirements, including having these officers certify that: they are responsible for establishing, maintaining and regularly evaluating the effectiveness of internal control over financial reporting; they have made certain disclosures to its auditors and the audit/risk committee of the Board of Directors about internal control over financial reporting; and they have included information in the quarterly and annual reports about their evaluation and

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whether there have been changes in internal control over financial reporting or in other factors that could materially affect internal control over financial reporting.

#### Item 1A. Risk Factors.

##### Risks Related To Our Business

Our loan portfolio includes loans with a higher risk of loss. We originate commercial real estate loans, commercial business loans, consumer loans, and residential real estate loans (including home equity loans) primarily within our market area. Commercial real estate, commercial business, and consumer loans, which comprised in the aggregate 26.4% of our total loan portfolio at December 31, 2013 may expose a lender to greater credit risk than loans secured by residential real estate because the collateral securing these loans may not be sold as easily as residential real estate. In addition, commercial real estate and commercial business loans may also involve relatively large loan balances to individual borrowers or groups of borrowers. These loans also have greater credit risk than residential real estate for the following reasons:

- Commercial Real Estate Loans. Repayment is dependent upon income being generated in amounts sufficient to cover operating expenses and debt service.
- Commercial Business Loans. Repayment is generally dependent upon the successful operation of the borrower's business.
- Consumer Loans. Consumer loans (such as personal lines of credit) may or may not be collateralized with assets that provide an adequate source of payment for the loan due to depreciation, damage, or loss.

A further deterioration or minimal improvement in economic conditions in our market area could affect the performance of our loan portfolio. Higher prices for businesses and consumers and high unemployment could negatively affect our loan portfolio, if business owners or consumers are not able to make loan payments. As a result of the economic downturn in recent years, we have noticed an increase in our delinquent loans. Any further downturn in the real estate market or our national or local economy could adversely affect the value of the properties securing the loans or revenues from the borrower's business thereby increasing the risk of non-performing loans.

If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings could decrease. Our loan customers may not repay their loans according to their terms and the collateral securing the payment of these loans may be insufficient to pay any remaining loan balance. We therefore may experience significant loan losses, which could have a material adverse effect on our operating results. A downturn in the real estate market or the local economy could exacerbate this risk. We review our allowance for loan losses on a monthly basis to ensure that it is funded adequately to cover any anticipated losses.

Material additions to our allowance for loan losses also would materially decrease our net income, and the charge-off of loans may cause us to increase the allowance for loan losses. Our provision for loan losses in 2013 was \$105,000, a \$551,000, or 84.0%, decrease over 2012, partially due to a decrease in the size of our commercial loan portfolio in 2013. We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. We rely on our loan quality reviews, our experience and our evaluation of economic conditions, among other factors, in determining the amount of the allowance for loan losses. If our assumptions prove to be incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, resulting in additions to our allowance. The high percentage of one- to four-family real estate loans in our loan

portfolio has been one of the more significant factors we have taken into account in evaluating our allowance for loan losses and provision for loan losses. If we were to further increase the amount of loans in our portfolio other than one-to four-family real estate loans, we may decide to make increased provisions for loan losses. In addition, bank regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs, which may have a material adverse effect on our financial condition and results of operations.

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Low demand for real estate loans may lower our profitability. Making loans secured by real estate, including one- to four-family and commercial real estate, is our primary business and primary source of revenue. If customer demand for real estate loans decreases, our profits may decrease because our alternative investments, primarily securities, generally earn less income than real estate loans. Customer demand for loans secured by real estate could be reduced due to weaker economic conditions, an increase in unemployment, a decrease in real estate values or an increase in interest rates. Interest rates on deposit products have steadily declined at a greater pace than the rate decline on loan products since 2008, resulting in a positive net interest margin during the last five years. Furthermore, we experienced commercial loan growth during 2010 through 2012, especially in the Erie County market area, which resulted in increased net interest income. However, loan demand for retail customers slowed down during 2010 through 2012 and loan demand for commercial customers declined in 2013 due to uncertain economic conditions, which resulted in static loan interest income. If rates begin to rise, loan demand may continue to be slow, and deposit expenses may increase, which could lower our profitability.

We have opened new branches and expect to open additional new branches in the near future. Opening new branches reduces our short-term profitability due to one-time fixed expenses coupled with low levels of income earned by the branches until their customer bases are built. We opened a new branch in Snyder, New York during the second quarter of 2013. In addition, we may continue to expand through de novo branching. The expense associated with building and staffing new branches will significantly increase our non-interest expense, with compensation and occupancy costs constituting the largest amount of increased costs. Losses are expected from new branches for some time as the expenses associated with it are largely fixed and typically greater than the income earned as a branch builds up its customer base. Our management has projected that it will take approximately 18 to 24 months for new branches to become profitable after they have opened. There can be no assurance that our branch expansion strategy will result in increased earnings, or that it will result in increased earnings within a reasonable period of time. We expect that the success of our branching strategy will depend largely on the ability of our staff to market the deposit and loan products offered by us. Depending upon locating acceptable sites, as well as the economic environment and projected demand in targeted market areas, we anticipate opening one branch every 18 to 24 months.

The results of our operations may be adversely affected if asset valuations cause other-than-temporary impairment charges. In 2013 and 2012, the Company determined that one private-label asset backed security was other than temporary impaired and had a non-cash, pre-tax, impairment charge of \$180,000 and \$102,000, respectively. We may be required to record future impairment charges on our investment securities or other assets if they suffer declines in value that are considered other-than-temporary. Numerous factors, including lack of liquidity for re-sales of certain investment securities, absence of reliable pricing information for investment securities, adverse changes in business climate, adverse actions by regulators, or unanticipated changes in the competitive environment could have a negative effect on our investment portfolio or other assets in future periods. If an impairment charge is significant enough it could have a material adverse effect on the Company's liquidity, its ability to pay dividends to shareholders, and its regulatory capital ratios.

Changes in interest rates could adversely affect our results of operations and financial condition. Our results of operations and financial condition are significantly affected by changes in interest rates. Our results of operations depend substantially on our net interest income, which is the difference between the interest income earned on our interest-earning assets and the interest expense paid on our interest-bearing liabilities. Our earnings may be adversely impacted by an increase in interest rates because the majority of our interest-earning assets are long-term, fixed rate mortgage-related assets that will not reprice as long-term interest rates increase. As rates rise, we expect loan applications to decrease, prepayment speeds to slowdown and the interest rate on our loan portfolio to remain static. Conversely, a majority of our interest-bearing liabilities have much shorter contractual maturities and are expected to reprice, resulting in increased interest expense. A significant portion of our deposits have no contractual maturities and are likely to reprice quickly as short-term interest rates increase. Therefore, in an increasing rate environment, our cost of funds is expected to increase more rapidly than the yields earned on our loan portfolio and

securities portfolio. An increasing rate environment is expected to cause a decrease in our net interest rate spread and a decrease in our earnings. In order to mitigate this effect, the Bank's Asset-Liability Committee is continuing to review its

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options in relation to core deposit growth, implementation of new products, promotion of adjustable rate commercial loan products and use of derivative products.

In a decreasing interest rate environment, our earnings may increase or decrease. If long-term interest-earning assets do not reprice and interest rates on short-term deposits begin to decrease, earnings may rise. However, low interest rates on loan products may result in an increase in prepayments, as borrowers refinance their loans. If we cannot re-invest the funds received from prepayments at a comparable spread, net interest income could be reduced. Also, in a falling interest rate environment, certain categories of deposits may reach a point where market forces prevent further reduction in interest paid on those products. The net effect of these circumstances is reduced net interest income and possibly net interest rate spread.

In the current environment, rates on the lending and investment portfolios have declined significantly, as have rates on deposit products and borrowed funds, which has assisted in keeping our interest rate spread at a moderate level. In the current extended low rate environment, the cost of funding is beginning to fall more slowly than the decline in asset yields, which may result in a decreasing net interest margin.

We depend on our executive officers and key personnel to implement our business strategy and could be harmed by the loss of their services. We believe that our growth and future success will depend in large part upon the skills of our management team. The competition for qualified personnel in the financial services industry is intense, and the loss of our key personnel or an inability to continue to attract, retain and motivate key personnel could adversely affect our business. We cannot assure you that we will be able to retain our existing key personnel or attract additional qualified personnel. Although we have an employment agreement with our President and Chief Executive Officer, that contains a non-compete provision, the loss of the services of one or more of our executive officers and key personnel could impair our ability to continue to develop our business strategy.

Our information systems may experience an interruption or breach in security. We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer accounts, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the possible failure, interruption or security breach of our information systems, there can be no assurance that any such failure, interruption or security breach will not occur or, if any does occur, that it will be adequately addressed. Additionally, we outsource our data processing to third parties. If the third party provider encounters difficulties or if we have difficulty in communicating with such third party, it will significantly affect our ability to adequately process and account for customer transactions, which would significantly affect our business operations. Furthermore, breaches of such third party's technology may also cause reimbursable loss to our consumer and business customers, through no fault of our own. Fraud attacks targeting customer-controlled devices, plastic payment card terminals, and merchant data collection points provide another source of potential loss, again through no fault of our own. The occurrence of any failures, interruptions or security breaches of information systems used to process customer transactions could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition, results of operations and cash flows. The Company maintains a system of internal controls to mitigate such occurrences and maintains insurance coverage for exposures that are insurable. The Company regularly tests internal controls to ensure that they are appropriate and functioning as designed.

We continually encounter technological change. The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations.

Our largest competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Failure to

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successfully keep pace with technological change affecting the financial services industry could have a material adverse effect on us.

Our ability to grow may be limited. We intend to seek to expand our banking franchise, organically and by acquiring other financial institutions or branches and other financial service providers. However, we have no specific plans for expansion or acquisitions at this time. Our ability to grow through selective acquisitions of other financial institutions or branches will depend on successfully identifying, acquiring and integrating those institutions or branches. We cannot assure you that we will be able to generate organic growth or identify attractive acquisition candidates, make acquisitions on favorable terms or successfully integrate any acquired institutions or branches.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud, and, as a result, investors and depositors could lose confidence in our financial reporting, which could adversely affect our business, the trading price of our stock and our ability to attract additional deposits. Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") and the rules and regulations of the Securities and Exchange Commission (the "SEC"), requires us to evaluate our internal control over financial reporting and provide an annual management report on our internal control over financial reporting, including, among other matters, management's assessment of the effectiveness of internal control over financial reporting. If we fail to identify and correct any significant deficiencies in the design or operating effectiveness of our internal control over financial reporting or fail to prevent fraud, current and potential shareholders and depositors could lose confidence in our financial reporting, which could adversely affect our business, financial condition and results of operations, the trading price of our stock and our ability to attract additional deposits.

**Public Shareholders Do Not Exercise Voting Control Over Us.** A majority of our voting stock is owned by Lake Shore, MHC. Lake Shore, MHC is controlled by its board of directors, who consist of those persons who are members of the board of directors of Lake Shore Bancorp and Lake Shore Savings. Lake Shore, MHC elects all members of the board of directors of Lake Shore Bancorp, and, as a general matter, controls the outcome of all matters presented to the shareholders of Lake Shore Bancorp for resolution by vote, except for matters that require a vote greater than a majority vote. Consequently, Lake Shore, MHC, acting through its board of directors, is able to control the business and operations of Lake Shore Bancorp and may be able to prevent any challenge to the ownership or control of Lake Shore Bancorp by shareholders other than Lake Shore, MHC. There is no assurance that Lake Shore, MHC will not take actions that the public shareholders believe are against their interests.

#### Risks Related To Recent Developments And The Banking Industry Generally

Financial reform legislation has, among other things, eliminated the Office of Thrift Supervision, tightened capital standards and created a new Consumer Financial Protection Bureau, and will result in new laws and regulations that are expected to increase our costs of operations. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the implementing rules and regulations, and consequently many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

Among other things, as a result of the Dodd-Frank Act:

- the OCC became the primary federal regulator for federal savings banks such as Lake Shore Savings (replacing the Office of Thrift Supervision), and the Federal Reserve Board now supervises and regulates all savings and loan holding companies that were formerly regulated by the Office of Thrift Supervision, including the Company and the MHC;

- the federal prohibition on paying interest on demand deposits has been eliminated, thus allowing businesses to have interest-bearing checking accounts. This change has increased our interest expense;

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- the Federal Reserve Board is required to set minimum capital levels for depository institution holding companies that are as stringent as those required for their insured depository subsidiaries, and the components of Tier 1 capital are required to be restricted to capital instruments that are currently considered to be Tier 1 capital for insured depository institutions. The new capital rule for savings and loan holding companies will take effect on January 1, 2015. See “Supervision and Regulation – Holding Company Regulation – Capital:”
- the federal banking regulators are required to implement new leverage and capital requirements that take into account off-balance sheet activities and other risks, including risks relating to securitized products and derivatives;
- a new CFPB has been established, which has broad powers to supervise and enforce consumer protection laws. The CFPB has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. The CFPB has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets. Banks and savings institutions with \$10 billion or less in assets, like Lake Shore Savings, will be examined by their applicable bank regulators; and
- federal preemption rules that have been applicable for national banks and federal savings banks have been weakened, and state attorneys general have the ability to enforce federal consumer protection laws.

In addition to the risks noted above, we expect that our operating and compliance costs, and possibly our interest expense, could increase as a result of the Dodd-Frank Act and the implementing rules and regulations. The need to comply with additional rules and regulations, as well as state laws and regulations to which we were not previously subject, will also divert management’s time from managing our operations. Higher capital levels could reduce our ability to grow and decrease our interest-earning assets which would adversely affect our return on stockholders’ equity.

Our ability to pay dividends is subject to the ability of Lake Shore Savings to make capital distributions to Lake Shore Bancorp and the waiver of dividends by Lake Shore, MHC. The value of Lake Shore Bancorp’s common stock is significantly affected by our ability to pay dividends to our public shareholders. Our long-term ability to pay dividends to our shareholders is based primarily upon the ability of the Bank to make capital distributions to Lake Shore Bancorp, and also to the availability of cash at the holding company level in the event earnings are not sufficient to pay dividends. Under OCC safe harbor regulations, the Bank may distribute to Lake Shore Bancorp capital in an amount not exceeding net income for the current calendar year and the prior two calendar years. Our ability to pay dividends and the amount of such dividends is also affected by the ability of Lake Shore, MHC, our mutual holding company and majority shareholder of Lake Shore Bancorp, to waive the receipt of dividends declared by Lake Shore Bancorp. Lake Shore, MHC waived its right to receive most of its dividends on its shares of Lake Shore Bancorp since its inception in 2006, with the exception of two dividends declared in 2012 and part of a dividend declared in 2011. The ability to waive dividends meant that Lake Shore Bancorp had more cash resources to pay dividends to its public shareholders than if Lake Shore, MHC accepted such dividends. Lake Shore, MHC is now required to obtain a waiver from the Federal Reserve Board allowing it to waive its right to dividends.

The Federal Reserve Board in 2011 issued regulations that govern the activities of Lake Shore Bancorp and Lake Shore, MHC and the regulations were implemented in the fourth quarter of 2011. Under Section 239.8(d) of the Federal Reserve Board’s Regulation MM governing dividend waivers, a mutual holding company may waive its right to dividends on shares of its subsidiary if the mutual holding company gives written notice of the waiver to the Federal Reserve Board and the Federal Reserve Board does not object. For a company such as Lake Shore, MHC, that was formed, issued stock and waived dividends prior to December 1, 2009, the Federal Reserve Board may not object to a dividend waiver if such waiver would not be detrimental to the safety and soundness of the savings bank subsidiary and the board of directors of the mutual holding company expressly determines that such dividend waiver is consistent with the board’s fiduciary



duties to the members of the mutual holding company. Regulation MM also requires as a condition to waiving dividends, that a mutual holding company obtain the approval of a majority of the eligible votes of its members within 12 months prior to the declaration of the dividend being waived.

Lake Shore, MHC solicited its members to vote on the proposal to waive dividends and on February 5, 2014, the members approved the waiver of dividends. The Board of Directors of Lake Shore, MHC subsequently approved a dividend waiver in accordance with the regulations and submitted it to the Federal Reserve Board for their non-objection. As of March 6, 2014, Lake Shore, MHC received the non-objection of the Federal Reserve Board to waive its right to receive dividends paid by the Company during the twelve months ending February 4, 2015. It is expected that Lake Shore, MHC will continue to waive future dividends, except to the extent dividends are needed to fund Lake Shore, MHC's continuing operations, subject to the ability of Lake Shore, MHC to obtain regulatory approval of its requests to waive dividends and its ability to obtain future member approval of dividend waivers.

While Lake Shore, MHC is grandfathered for purposes of the dividend waiver provisions of Regulation MM and has complied with all additional requirements imposed, we cannot predict whether the Federal Reserve Board will grant a dividend waiver request and, if granted, there can be no assurance as to the conditions, if any, the Federal Reserve Board will place on future dividend waiver requests by grandfathered mutual holding companies such as Lake Shore, MHC. If Lake Shore, MHC is unable to waive the receipt of dividends, our ability to pay dividends to our shareholders may be substantially impaired and the amounts of any such dividends may be significantly reduced.

We will become subject to more stringent capital requirements, which may adversely impact our return on equity, require us to raise additional capital, or constrain us from paying dividends or repurchasing shares. In July 2013, the federal banking agencies approved a new rule that will substantially amend the regulatory risk-based capital rules applicable to us. The final rule implements the "Basel III" regulatory capital reforms and changes required by the Dodd-Frank Act.

The final rule includes new minimum risk-based capital and leverage ratios, which will be effective for Lake Shore Savings and the Company on January 1, 2015 and refines the definition of what constitutes "capital" for purposes of calculating these ratios. The new minimum capital requirements will be: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6% (increased from 4%); (iii) a total capital ratio of 8% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 4%. The final rule also established a "capital conservation buffer" of 2.5%, and will result in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0%, (ii) a Tier 1 to risk-based assets capital ratio of 8.5%, and (iii) a total capital ratio of 10.5%. The new capital conservation buffer requirement would be phased in beginning in January 2016 at 0.625% of risk-weighted assets and would increase each year until fully implemented in January 2019. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that can be utilized for such actions.

The application of more stringent capital requirements for Lake Shore Savings and Lake Shore Bancorp could, among other things, result in lower returns on equity, require the raising of additional capital, and result in regulatory actions such as the inability to pay dividends or repurchase shares if we were to be unable to comply with such requirements.

New regulations could restrict our ability to originate and sell mortgage loans. The CFPB has issued a rule designed to clarify for lenders how they can avoid monetary damages under the Dodd-Frank Act, which would hold lenders accountable for ensuring a borrower's ability to repay a mortgage. Loans that meet this "qualified mortgage" definition will be presumed to have complied with the new ability-to-repay standard.

Under the CFPB's rule, a "qualified mortgage" loan must not contain certain specified features, including:

- excessive upfront points and fees (those exceeding 3% of the total loan amount, less “bona fide discount points” for prime loans);

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- interest-only payments;
- negative-amortization; and
- terms longer than 30 years.

Also, to qualify as a “qualified mortgage,” a borrower’s total monthly debt-to-income ratio may not exceed 43%. Lenders must also verify and document the income and financial resources relied upon to qualify the borrower for the loan and underwrite the loan based on a fully amortizing payment schedule and maximum interest rate during the first five years, taking into account all applicable taxes, insurance and assessments. The CFPB’s rule on qualified mortgages could limit our ability or desire to make certain types of loans or loans to certain borrowers, or could make it more expensive/and or time consuming to make these loans, which could limit our growth or profitability.

Recent negative developments in the financial industry and the credit markets may subject us to additional regulation. As a result of the recent global financial crisis, the potential exists for new federal or state laws and regulations regarding lending and funding practices and liquidity standards to be promulgated, and bank regulatory agencies are expected to be active in responding to concerns and trends identified in examinations, including the expected issuance of many formal enforcement orders. Negative developments in the financial industry and credit markets, and the impact of new legislation in response to those developments, may negatively impact our operations by restricting our business operations, including our ability to originate or sell loans, and may adversely impact our financial performance.

Our local economy may affect our future growth possibilities. Our success significantly depends upon the growth in population, income levels, deposits and housing starts in our current market area, which is primarily located in Chautauqua County, New York and Erie County, New York. Unlike many larger institutions, we are not able to spread the risks of unfavorable local economic conditions across a large number of diversified economies and geographic locations. If the communities in which we operate do not grow, or if prevailing economic conditions locally or nationally are unfavorable, our business may be negatively affected. A weak economy could lead to a deterioration of the credit quality of our loan portfolio and reduce our level of customer deposits, which in turn would hurt our business. Moreover, the value of real estate or other collateral that may secure our loans could be adversely affected.

Competition in our primary market area may reduce our ability to attract and retain deposits and originate loans. We operate in a competitive market for both attracting deposits, which is our primary source of funds, and originating loans. Historically, our most direct competition for savings deposits has come from credit unions, community banks, large commercial banks and thrift institutions in our primary market area. Particularly in times of extremely low or extremely high interest rates, we have faced additional significant competition for depositors from brokerage firms and other firms’ short-term money market securities and corporate and government securities. Our competition for loans comes principally from mortgage brokers, commercial banks, other thrift institutions, and insurance companies. Competition for loan originations and deposits may limit our future growth and earnings prospects.

Changes in the Federal Reserve Board’s monetary or fiscal policies could adversely affect our results of operations and financial condition. Our earnings will be affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve Board has, and is likely to continue to have, an important impact on the operating results of banks through its power to implement national monetary policy, among other things, in order to curb inflation or combat a recession. The Federal Reserve Board affects the levels of bank loans, investments and deposits through its control over the issuance of United States government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which member banks are subject. We cannot predict the nature or impact of future changes in monetary and fiscal policies.

Item 1B. Unresolved Staff Comments.

None.

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## Item 2. Properties.

We conduct our business through our corporate headquarters, administrative offices, and eleven branch offices. At December 31, 2013, the net book value of the computer equipment and other furniture, fixtures, and equipment at our offices totaled \$1.0 million. For more information, see Note 6 and Note 10 in the Notes to our Consolidated Financial Statements.

Location	Leased or Owned (Dollars in thousands)	Original Date Acquired	Net Book Value December 31, 2013
Corporate Headquarters			
31 East Fourth Street Dunkirk, NY 14048	Owned	2003	\$ 854
Branch Offices:			
Chautauqua County branches			
128 East Fourth Street Dunkirk, NY 14048	Owned/Leased(1)	1930	796
30 East Main Street Fredonia, NY 14063	Owned	1996	651
1 Green Avenue Lakewood, NY 14701	Owned/Leased(2)	1996	585
115 East Fourth Street Jamestown, NY 14701	Owned	1997	368
106 East Main Street Westfield, NY 14787	Owned/Leased(3)	1998	158
Erie County branches			
5751 Transit Road East Amherst, NY 14051	Owned	2003	1,021
3111 Union Road Orchard Park, NY 14127	Leased(4)	2003	526
59 Main Street Hamburg, NY 14075	Leased(5)	2005	826
3438 Delaware Avenue Kenmore, NY 14217	Owned	2008	1,142
570 Dick Road Depew, NY 14043	Leased(6)	2009	78
4950 Main Street Snyder, NY 14226	Owned	2012	1,298
Administrative Offices:			
125 East Fourth Street Dunkirk, NY 14048	Owned	1995	174
123 East Fourth Street Dunkirk, NY 14048	Owned	1995	83
415 Washington Avenue			

Dunkirk, NY 14048

Owned

2010

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- (1) The building is owned. Additional parking lot is leased. The lease expires in 2014.
- (2) The building is owned. The land is leased. The lease expires in 2015.
- (3) The building is owned. Additional parking lot is leased. The lease expires in 2014.
- (4) The lease expires in 2017.
  
- (5) The lease expires in 2028.
  
- (6) The lease expires in 2019.

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## Item 3. Legal Proceedings.

At December 31, 2013, we are not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. We believe that these routine legal proceedings, in the aggregate, are immaterial to our financial condition and results of operations.

## Item 4. Mine Safety Disclosures.

Not applicable.

## PART II

## Item 5. Market for Registrant's Common Equity and Related Stockholder Matters.

## Market Information

Lake Shore Bancorp, Inc. common stock trades on the Nasdaq Global Market under the symbol "LSBK". The table below shows the reported high and low sales prices of the common stock during the periods indicated.

Period	Sales Price		Dividend Information	
	High	Low	Amount Per Share	Date of Payment
2012				
First quarter	\$ 10.50	\$ 9.50	\$ 0.07	February 22, 2012
Second quarter	10.29	8.29	0.07	May 22, 2012
Third quarter	10.47	8.55	0.07	August 22, 2012
Fourth quarter (1)	10.60	10.20	0.04	November 20, 2012
2013				
First quarter	\$ 14.69	\$ 9.01	\$ 0.07	March 29, 2013
Second quarter	12.00	11.00	0.07	May 21, 2013
Third quarter	11.86	10.93	0.07	August 20, 2013
Fourth quarter	12.50	11.40	0.07	November 19, 2013

- (1) The Board of Directors of the Company reduced the cash dividend payment to \$0.04 per share in the fourth quarter of 2012 as Lake Shore, MHC could not waive receipt of the dividends paid on the shares it owned. The Federal Reserve Board's interim final regulation required a prior approval of a majority of the eligible votes of the MHC's members (depositors) for the MHC to waive the receipt of dividends. Without the dividend waiver, the Company was required to pay a dividend at the same rate on the shares that are held by the MHC as it does for public shareholders. Because of the increased number of shares that were to receive the dividend payout, the Company approved payment of this quarterly dividend at the amount of \$0.04 per share. Subsequently, as previously disclosed, the Company did obtain approval of the MHC members to waive dividends. As a result, the Company increased the dividend back to \$0.07 per share.

The Board of Directors intends to review the payment of dividends quarterly and plans to continue to maintain a regular quarterly dividend, dependent upon our earnings, financial condition and other relevant factors. Refer to Part I, Item 1. "Business – Supervision and Regulation – Holding Company Regulation" and Part I, Item 1a. "Risk Factors – Risks Related to Recent Developments and The Banking Industry Generally" above for information on the possible restriction of dividend payments and MHC dividend waivers.

As of March 24, 2014 there were approximately 905 record holders of Lake Shore Bancorp, Inc. common stock.

The following table reports information regarding repurchases by Lake Shore Bancorp of its common stock in each month of the quarter ended December 31, 2013:

#### COMPANY PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs (1)
October 1 through October 31, 2013	-	\$ -	-	66,510
November 1 through November 30, 2013	-	-	-	66,510
December 1 through December 31, 2013	5,000	12.30	5,000	61,510
Total	5,000	\$ 12.30	5,000	61,510

(1) On November 17, 2010, our Board of Directors approved a new stock repurchase plan pursuant to which we can repurchase up to 116,510 shares of our outstanding common stock. This amount represented 5% of our outstanding stock not owned by the MHC as of November 23, 2010. The repurchase plan does not have an expiration date and superseded all of the prior stock repurchase programs.





Selected financial ratios and other data	At or for the year ended December 31,				
	2013	2012	2011	2010	2009
<b>Performance ratios:</b>					
Return on average assets	0.77%	0.74%	0.76%	0.67%	0.52%
Return on average equity	5.64%	5.47%	6.15%	5.32%	3.93%
Dividend payout ratio(1)	43.08%	39.06%	43.08%	45.28%	54.05%
Interest rate spread(2)	3.19%	3.07%	3.14%	2.98%	2.70%
Net interest margin(3)	3.34%	3.26%	3.34%	3.21%	3.03%
Efficiency ratio(4)	71.92%	69.16%	67.32%	67.59%	77.83%
Non-interest expense to average total assets	2.55%	2.40%	2.34%	2.54%	2.65%
Average interest-earning assets to average interest-bearing liabilities	119.39%	119.69%	116.58%	115.39%	116.16%
<b>Capital ratios:</b>					
Total risk-based capital to risk weighted assets(5)	25.08%	23.77%	21.81%	20.44%	20.33%
Tier 1 risk-based capital to risk weighted assets(5)	24.36%	23.04%	21.27%	20.05%	19.95%
Tangible capital to tangible assets(5)	12.75%	12.14%	11.18%	10.28%	10.85%
Tier 1 leverage (core) capital to adjustable tangible assets(5)	12.75%	12.14%	11.18%	10.28%	10.85%
Equity to total assets	13.54%	13.89%	13.09%	11.52%	13.03%
<b>Asset quality ratios:</b>					
Non-performing loans as a percent of total net loans	1.66%	0.89%	1.02%	0.89%	0.65%
Non-performing assets as a percent of total assets	1.08%	0.62%	0.64%	0.55%	0.47%
Allowance for loan losses as a percent of total net loans	0.65%	0.66%	0.50%	0.36%	0.60%
Allowance for loan losses as a percent of non-performing loans	39.36%	74.63%	48.82%	40.71%	93.26%
<b>Other data:</b>					
Number of full service offices	11	10	10	10	9

(1) Represents dividends declared per share as a percent of diluted earnings per share.

(2) Represents the difference between the weighted-average yield on interest-earning assets and the weighted-average cost of interest-bearing liabilities for the year.

(3) Represents the net interest income as a percent of average interest-earning assets for the year.

(4) Represents non-interest expense divided by the sum of net interest income and non-interest income.

(5) Represents the capital ratios of Lake Shore Savings Bank since Lake Shore Bancorp, Inc., as a savings and loan holding company is not currently subject to formula-based requirements at the holding company level.





Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This discussion and analysis reflects our consolidated financial statements and other relevant statistical data and is intended to enhance your understanding of our consolidated financial condition and results of operations. You should read the information in this section in conjunction with our consolidated financial statements and accompanying notes to the consolidated financial statements beginning on page F-1 of this Form 10-K, and the other statistical data provided in this Form 10-K.

Important Note Regarding Forward-Looking Statements

Certain statements in this annual report are "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995, which statements generally can be identified by the use of forward-looking terminology, such as "may," "will," "expect," "estimate," "anticipate," "believe," "target," "plan," "project" or "continue" or the negatives thereof or variations thereon or similar terminology, and are made on the basis of management's current plans and analyses of our business and the industry in which we operate as a whole. These forward-looking statements are subject to risks and uncertainties, including, but not limited to, economic conditions, competition, interest rate sensitivity and exposure to regulatory and legislative changes, and the other risks and uncertainties identified in Part I, Item 1A "Risk Factors." These factors in some cases have affected, and in the future could affect, our financial performance and could cause actual results to differ materially from those expressed in or implied by such forward-looking statements. We do not undertake to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

General

Our results of operations depend primarily on our net interest income, which is the difference between the interest income we earn on loans and investments and the interest expense we pay on deposits and other interest-bearing liabilities. Net interest income is affected by the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rates we earn or pay on these balances.

Our operations are also affected by non-interest income, such as service fees and gains and losses on the sales of securities and loans, our provision for loan losses and non-interest expenses which include salaries and employee benefits, occupancy and equipment costs, professional fees and other general and administrative expenses.

Financial institutions like us, in general, are significantly affected by economic conditions, competition, and the monetary and fiscal policies of the federal government. Lending activities are influenced by the demand for and supply of housing, competition among lenders, interest rate conditions, and funds availability. Our operations and lending are principally concentrated in the Western New York area, and our operations and earnings are influenced by local economic conditions. Deposit balances and cost of funds are influenced by prevailing market rates on competing investments, customer preferences, and levels of personal income and savings in our primary market area. Certain areas of the Western New York market area have recently experienced economic growth, especially in Erie County, and the Company has more than doubled its asset size since December 31, 2000.

While the recession is officially over, continued weakness in the housing markets and high unemployment remain. These weaknesses can have a negative effect on a bank's earnings and liquidity. The Federal Reserve is still actively working on keeping interest rates at very low levels. The Fed Funds rate has remained at 0.00%-0.25% for the last five years. The Federal Reserve has indicated that the Fed Funds rate will remain low until the unemployment rate falls below 6.5%, and as such, this rate is not expected to increase until mid-2015 or later. Furthermore, at the December 2013 meeting of the Federal Open Market Committee ("FOMC"), the Federal Reserve began to taper its quantitative easing ("QE") program by reducing its purchases of mortgage-backed securities and treasury bonds by \$10 billion per month, to \$75 billion. This program was further reduced by the FOMC at its January 2014 meeting to \$65 billion per month and additional

reductions of QE purchases are anticipated. A tapering of the QE program is expected to decrease bond prices, resulting in higher yields. The expectation of the QE tapering has resulted in recent increases in interest rates offered on mortgage products, with long-term impact on the volume of mortgage loans yet to be determined. We will continue to closely monitor the impact of the national and regional economy on our net interest margin, results of operations and critical risk areas, including interest rate risk and credit risk.

As discussed further above in Part I, Item 1 “Business - Supervision and Regulation,” since October 2008, numerous legislative actions, including the Dodd-Frank Act, have been taken in response to the financial crisis affecting the banking system and financial markets. While we do not know all the possible outcomes from these initiatives, we can anticipate that the Company will need to dedicate more resources to ensure compliance with the new legislation and regulations, which may impact profitability. There can be no assurance as to the actual impact any governmental program will have on the financial markets or our financial condition and results of operations. We remain active in monitoring these developments and supporting the interests of our shareholders.

### Management Strategy

**Our Reputation.** Our primary management strategy has been to retain our perceived image as one of the most respected and recognized community banks in Western New York with over 122 years of service to our community. Our management strives to accomplish this goal by continuing to emphasize our high quality customer service and financial strength.

**Branching.** We opened our sixth branch office in Erie County, New York during the second quarter of 2013. This branch is located in Snyder, New York and is our eleventh branch overall. This office had generated deposits of \$5.4 million as of December 31, 2013. Our offices are located in Dunkirk, Fredonia, Jamestown, Lakewood and Westfield in Chautauqua County, New York and in Depew, East Amherst, Hamburg, Kenmore, Orchard Park, and Snyder in Erie County, New York. Saturation of the market in Chautauqua County led to our expansion plan in Erie County, which is a critical component of our future profitability and growth.

An important strategic objective is to continue to evaluate and enhance the technology supporting our customer service. We are committed to making investments in technology and we believe that it represents an efficient way to deploy a portion of our capital. To this end, the Company has developed a five year plan for the implementation of cost effective and efficient digital services to meet our customer’s technology needs, to focus on attracting new customers, and to improve our operational efficiencies. Although we remain committed to expanding our retail branch footprint whenever it makes strategic sense, we will be concentrating our near term efforts on developing “clicks” instead of “bricks.”

**Our People.** A large part of our success is related to customer service and customer satisfaction. Having employees who understand and value our clientele and their business is a key component to our success. We believe that our present staff is one of our competitive strengths, and thus the retention of such persons and our ability to continue to attract quality personnel is a high priority.

**Residential Mortgage and Other Lending.** Historically, our lending portfolio has consisted predominantly of residential one- to four-family mortgage loans. At December 31, 2013 and 2012, we held \$170.8 million and \$167.8 million of residential one- to four-family mortgage loans, respectively, which constituted 61.8% and 61.7% of our total loan portfolio, at such respective dates. We originate commercial real estate loans to finance the purchase of real

property, which generally consists of developed real estate. At December 31, 2013 and 2012, our commercial real estate loan portfolio consisted of loans totaling \$58.7 million and \$57.7 million respectively, or 21.3% and 21.2%, respectively, of total loans. In addition to commercial real estate loans, we also engage in small business commercial lending, including business installment loans, lines of credit, and other commercial loans. At December 31, 2013 and 2012, our commercial business loan portfolio consisted of loans totaling \$12.6 million and \$13.7 million, respectively, or 4.6% and 5.0%, respectively, of total loans. Other loan products offered to our customers include home equity

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lines of credit, construction loans and consumer loans, including automobile loans, overdraft lines of credit and share loans. We may sell one- to four-family residential loans in the future as part of our interest rate risk strategy and asset/liability management, if it is deemed appropriate. We typically retain servicing rights when we sell one- to four-family residential mortgage loans. One- to four-family residential mortgage loans will continue to be the dominant type of loan in our lending portfolio.

**Investment Strategy.** Our investment policy is designed primarily to manage the interest rate sensitivity of our assets and liabilities, to generate a favorable return without incurring undue interest rate and credit risk, to complement our lending activities and to provide and maintain liquidity within established guidelines. We employ a third party financial advisor to assist us in managing our investment portfolio and developing balance sheet strategies.

At December 31, 2013 and 2012, we had \$158.0 million and \$159.4 million, respectively, invested in securities available for sale, the majority of which are agency mortgage-backed securities, agency collateralized mortgage obligation securities (“CMOs”) and municipal securities.

**Asset-Liability Strategy.** As stated above, our business consists primarily of originating one- to four-family residential real estate loans and commercial real estate loans secured by property in our market area and investing in residential mortgage-backed securities, CMOs and municipal securities. Typically, one- to four-family residential real estate loans involve a lower degree of risk and carry a lower yield than commercial real estate and commercial business loans. Our loans are primarily funded by time deposits and core deposits (i.e. checking, savings and money market accounts). This has resulted in our being vulnerable to increases in interest rates, as our interest-bearing liabilities will mature or re-price more quickly than our interest-earning assets in a rising rate environment. Although we plan to continue to originate one- to four-family residential mortgage loans going forward, we have been and intend to continue to increase our focus on the origination of commercial real estate loans and commercial business loans, which generally provide higher returns and have shorter durations than one- to four-family residential real estate loans. Furthermore, our interest rate risk strategy involves improving our funding mix by increasing our core deposits in order to help reduce and control our cost of funds. We value core deposits because they represent longer-term customer relationships as well as lower cost of funds. As part of our strategy to expand our commercial loan portfolio, we expect to attract lower cost core deposits as part of these borrower relationships. We offer competitive rates on a variety of deposit products to meet the needs of our customers and we promote long term deposits, where possible, to meet asset-liability goals.

We are actively involved in managing our balance sheet through the direction of our Asset-Liability committee and the assistance of a third party advisor. Recent economic conditions have underscored the importance of a strong balance sheet. We strive to achieve this through managing our interest rate risk and maintaining strong capital levels, putting aside adequate loan loss reserves and keeping liquid assets on hand. Diversifying our asset mix not only improves net interest margin but also reduces the exposure of our net interest income and earnings to interest rate risk. We will continue to manage our interest rate risk by diversifying the type and maturity of our assets in our loan and investment portfolios and monitoring the maturities in our deposit portfolio and borrowing facilities.

#### Critical Accounting Policies

It is management's opinion that accounting estimates covering certain aspects of our business have more significance than others due to the relative importance of those areas to overall performance, or the level of subjectivity required in making such estimates. Management considers the accounting policy relating to the allowance for loan losses to be a critical accounting policy given the uncertainty in evaluating the level of the allowance for loan losses required for probable credit losses and the material effect that such judgments can have on the results of operations. Management's monthly evaluation of the adequacy of the allowance considers our historical loan loss experience, review of specific loans, current economic conditions, and such other factors considered appropriate to estimate loan losses. Management uses presently available information to estimate probable losses on loans; however, future additions to the allowance may be necessary based on

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changes in estimates, assumptions, or economic conditions. Significant factors that could give rise to changes in these estimates include, but are not limited to, changes in economic conditions in our local area, concentrations of risk and decline in local property values. The Company's determination as to the amount of its allowance for loan losses is subject to review by its regulatory agencies, which can require that we establish additional loss allowances. Refer to Note 5 of the Notes to Consolidated Financial Statements for more information on the allowance for loan losses.

In management's opinion, the accounting policy relating to the valuation of investments is a critical accounting policy. We use a third party vendor to provide independent pricing of the securities in our investment portfolio, with the exception of five securities which are not actively traded. The third party vendor utilizes public quotations, third party dealer quotes and pricing models. For the five securities that are not actively trading, the Company utilizes discounted cash flow models to determine fair value pricing. Thus, the determination of fair value pricing on investments may require significant judgment or estimation, particularly when liquid markets do not exist for the item being valued. The use of different assumptions for these valuations could produce significantly different results which may have material positive or negative effects on the results of our operations. Refer to Note 14 of the Notes to Consolidated Financial Statements for more information on fair value.

Management also considers the accounting policy relating to the impairment of investments to be a critical accounting policy due to the subjectivity and judgment involved and the material effect an impairment loss could have on the consolidated results of income. The credit portion of a decline in the fair market value of investments below cost deemed to be other-than-temporary ("OTTI") may be charged to earnings resulting in the establishment of a new cost basis for an asset. Management continually reviews the current value of its investments for evidence of OTTI. Refer to Note 3 of the Notes to Consolidated Financial Statements for more information on OTTI.

These critical policies and their application are reviewed periodically by our Audit/Risk Committee and our Board of Directors. All accounting policies are important, and as such, we encourage the reader to review each of the policies included in the notes to the Consolidated Financial Statements to better understand how our financial performance is reported.

#### Other than Temporary Impairment on Investment

During 2013 and 2012, a \$180,000 and \$102,000 OTTI write-down, respectively was recorded on one private-label asset-backed security, as management concluded that there was substantial doubt about the ability of the issuer to meet the financial commitments under the security for the projected life of the investment, due to an increased risk of default or risk that full and timely repayment of principal and interest will not be achieved. This conclusion was reached through calculating expected returns using a discounted cash flow model with assumptions that were either equal to or more conservative than actual prepayment speeds, annual default rates and loss severity ratios.

During the fourth quarter of 2011, a \$500,000 OTTI write-down was recorded by the Company on an investment made in the common stock of a small, local payment processing company during 2007 and 2008. During the fourth quarter of 2011, management concluded that there was substantial doubt about the ability of this entity to perform as expected in accordance with its original business plan by which the decision was made to invest in the company. This conclusion was reached through discussion with the entity's owners and review of the entity's operations and financial statements. Management determined that the entity's cash flows and equity position was significantly limited by lack of capital or revenue, making it difficult to generate and solicit new business opportunities. Furthermore, management noted a significant deterioration in the business prospects of the entity as certain deals, capital infusions, loans, grants and partnerships were not materializing as expected.





## Analysis of Net Interest Income

Net interest income represents the difference between the interest we earn on our interest-earning assets, such as mortgage loans and investment securities, and the expense we pay on interest-bearing liabilities, such as time deposits and borrowings. Net interest income depends on both the volume of our interest-earning assets and interest-bearing liabilities and the interest rates we earn or pay on them.

Average Balances, Interest and Average Yields. The following table sets forth certain information relating to our average balance sheets and reflects the average yield on interest-earning assets and average cost of interest-bearing liabilities, interest earned and interest paid for the years indicated. Such yields and costs are derived by dividing income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively, for the years presented. Average balances are derived from daily balances over the years indicated. The average balances for loans are net of allowance for loan losses, but include non-accrual loans. Interest income on securities does not include a tax equivalent adjustment for bank qualified municipals.

	For the Year Ended December 31, 2013			For the Year Ended December 31, 2012			For the Year Ended December 31, 2011		
	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
	(Dollars in thousands)								
Interest-earning assets:									
Interest-earning deposits & federal funds sold									
	\$ 18,922	\$ 14	0.07%	\$ 23,663	\$ 29	0.12%	\$ 19,397	\$ 32	0.16%
Securities	159,854	4,793	3.00%	169,228	5,542	3.27%	162,691	6,307	3.88%
Loans	271,705	13,807	5.08%	268,265	14,079	5.25%	270,697	14,426	5.33%
Total interest-earning assets	450,481	18,614	4.13%	461,156	19,650	4.26%	452,785	20,765	4.59%
Other assets	34,100			30,810			31,006		
Total assets	\$ 484,581			\$ 491,966			\$ 483,791		
Interest-bearing liabilities									
Demand & NOW accounts									
	\$ 42,285	\$ 48	0.11%	\$ 41,233	\$ 50	0.12%	\$ 40,403	\$ 65	0.16%
Money market accounts	73,923	269	0.36%	63,864	306	0.48%	50,721	277	0.55%
Savings accounts	38,797	40	0.10%	35,841	46	0.13%	34,112	68	0.20%
Time deposits	198,529	2,833	1.43%	212,371	3,577	1.68%	225,029	4,174	1.85%
Borrowed funds	22,608	262	1.16%	30,765	515	1.67%	36,856	941	2.55%
	1,174	104	8.86%	1,222	109	8.92%	1,264	111	8.78%

Other interest-bearing liabilities									
Total interest-bearing liabilities	377,316	3,556	0.94%	385,296	4,603	1.19%	388,385	5,636	1.45%
Other non-interest bearing liabilities	40,867			40,389			35,590		
Stockholders' equity	66,398			66,281			59,816		
Total liabilities & stockholders' equity	\$ 484,581			\$ 491,966			\$ 483,791		
Net interest income		\$ 15,058			\$ 15,047			\$ 15,129	
Interest rate spread			3.19%			3.07%			3.14%
Net interest margin			3.34%			3.26%			3.34%

Rate Volume Analysis. The following table analyzes the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. The table shows the amount of the change in interest income or expense caused by either changes in outstanding balances (volume) or changes in interest rates. The effect of a change in volume is measured by applying the average rate during the first year to the volume change between the two years. The effect of changes in rate is measured by applying the change in rate between the two years to the average volume during the first year. Changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to the absolute value of the change due to volume and the change due to rate.

	Year Ended December 31, 2013 Compared to			Year Ended December 31, 2012 Compared to Year Ended December 31, 2011		
	Rate	Volume	Net Change	Rate	Volume	Net Change
(Dollars in thousands)						
Interest-earning assets:						
Interest-earning deposits & federal funds sold	\$ (10)	\$ (5)	\$ (15)	\$ (9)	\$ 6	\$ (3)
Securities	(452)	(297)	(749)	(1,010)	245	(765)
Loans, including fees	(451)	179	(272)	(218)	(129)	(347)
Total interest-earning assets	(913)	(123)	(1,036)	(1,237)	122	(1,115)
Interest-bearing liabilities:						
Demand & NOW accounts	(3)	1	(2)	(16)	1	(15)
Money market accounts	(81)	44	(37)	(37)	66	29
Savings accounts	(10)	4	(6)	(25)	3	(22)
Time deposits	(522)	(222)	(744)	(370)	(227)	(597)
Total deposits	(616)	(173)	(789)	(448)	(157)	(605)
Other interest-bearing liabilities:						
Borrowed funds & other	(137)	(121)	(258)	(286)	(142)	(428)
Total interest-bearing liabilities	(753)	(294)	(1,047)	(734)	(299)	(1,033)
Total change in net interest income	\$ (160)	\$ 171	\$ 11	\$ (503)	\$ 421	\$ (82)

Comparison of Financial Condition at December 31, 2013 and December 31, 2012

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Total assets at December 31, 2013 were \$482.2 million, a decrease of \$220,000, or 0.1%, from \$482.4 million at December 31, 2012. The decrease in total assets was primarily due to a \$2.6 million decrease in cash and cash equivalents, a \$1.4 million decrease in securities available for sale and a \$598,000 decrease in other assets, partially offset by a \$4.4 million increase in loans receivable, net.

Cash and cash equivalents decreased by \$2.6 million, or 13.0%, from \$19.8 million at December 31, 2012 to \$17.2 million at December 31, 2013. The decrease was primarily attributed to a \$2.1 million decrease in interest earning deposits used to purchase securities available for sale.

Securities available for sale decreased by \$1.4 million, or 0.9%, to \$158.0 million at December 31, 2013 compared to \$159.4 million at December 31, 2012. The decrease was primarily due to an \$8.1 million decrease in the market value (before taxes) of the securities available for sale portfolio between December 31,

2012 and December 31, 2013, resulting from an increase in long-term interest rates during 2013. The decrease was partially offset by the Company purchasing \$36.0 million of available for sale securities, including collateralized mortgage obligations and municipal bonds during the year ended December 31, 2013. The purchases were primarily funded by the receipt of \$25.8 million in pay-downs on the investment portfolio and the sale of \$3.0 million of municipal bonds and one mortgage-backed security during the year ended December 31, 2013, with the remainder being funded by deposit growth and cash on hand.

Net loans receivable increased during the year ended December 31, 2013 as shown in the table below:

	At December 31, 2013	At December 31, 2012	Change \$	%	
(Dollars in thousands)					
Real Estate Loans:					
Residential, one- to four-family	\$ 170,793	\$ 167,794	\$ 2,999	1.8	%
Home equity	31,675	30,724	951	3.1	%
Commercial	58,746	57,653	1,093	1.9	%
Construction	936	416	520	125.0	%
Total real estate loans	262,150	256,587	5,563	2.2	%
Other Loans:					
Commercial	12,645	13,680	(1,035)	(7.6)	%
Consumer	1,517	1,791	(274)	(15.3)	%
Total gross loans	276,312	272,058	4,254	1.6	%
Allowance for loan losses	(1,813)	(1,806)	(7)	0.4	%
Net deferred loan costs	2,846	2,681	165	6.2	%
Loans receivable, net	\$ 277,345	\$ 272,933	\$ 4,412	1.6	%

The increase in net loans receivable was primarily due to an increase in real estate loans, partially offset by a decrease in commercial business and consumer loans. During 2013, we experienced growth in our one- to four-family residential and home equity loans, as a result of borrowers taking advantage of the low interest rate environment. As one- to four-family residential real estate loans present additional interest rate risk to our loan portfolio, we remained strategically focused in 2013 on originating adjustable rate commercial real estate and commercial business loans to diversify our asset mix, to take advantage of the opportunities available to serve small businesses in our market area, and to maintain a strong net interest margin. Management continues to look for high quality loans to add to its portfolio and will continue to emphasize loan originations to the extent that it is profitable and prudent.

Other assets decreased by \$598,000, or 20.9%, to \$2.3 million as of December 31, 2013 as compared to \$2.9 million at December 31, 2012. The decrease was primarily due to the sale of \$1.4 million of available for sale securities in the fourth quarter of 2012, which were settled during the first quarter of 2013. The decrease was partially offset by an increase in deferred tax assets due to an adjustment in deferred taxes as a result of a decrease in unrealized gains on the securities available for sale portfolio during 2013.

The table below shows changes in deposit balances by type of deposit account between December 31, 2013 and December 31, 2012:

	At December 31, 2013	At December 31, 2012	Change	
			\$	%
	(Dollars in thousands)			
Demand deposits and NOW accounts:				
Non-interest bearing	\$ 34,320	\$ 32,478	\$ 1,842	5.7 %
Interest bearing	44,517	42,350	2,167	5.1 %
Money market	77,990	68,228	9,762	14.3 %
Savings	38,833	36,990	1,843	5.0 %
Time deposits	192,575	198,497	(5,922)	(3.0) %
<b>Total Deposits</b>	<b>\$ 388,235</b>	<b>378,543</b>	<b>9,692</b>	<b>2.6 %</b>

The increase in total deposits was primarily due to an increase in all deposit categories except for time deposits. The growth in money market, savings and checking accounts was the result of the Company's continued strategic focus on growing core deposits among its retail and commercial customers.

Our borrowings, consisting of advances from the FHLB NY, decreased by \$6.1 million, or 23.8%, from \$25.6 million at December 31, 2012 to \$19.5 million at December 31, 2013. Long-term debt decreased \$6.6 million, or 45.5%, from \$14.4 million at December 31, 2012 to \$7.9 million at December 31, 2013. Short-term borrowings increased \$450,000, or 4.0%, from \$11.2 million at December 31, 2012 to \$11.7 million at December 31, 2013. As long-term debt matured, the Company paid off \$6.1 million of such debt in order to reduce interest expense, and the remaining proceeds were transferred into short-term borrowings to take advantage of lower interest rates.

Other liabilities decreased by \$2.3 million, or 29.1%, to \$5.7 million as of December 31, 2013 as compared to \$8.0 million at December 31, 2012. The decrease was primarily due to a \$2.3 million decrease in deferred taxes resulting from a decrease in unrealized gains on the securities available for sale portfolio during 2013.

Total stockholders' equity decreased by \$1.7 million, or 2.6%, from \$67.0 million at December 31, 2012 to \$65.3 million at December 31, 2013. The decrease was primarily due to a \$5.0 million decrease in unrealized mark to market gains on available for sale securities (after taxes) resulting from the increase in interest rates during 2013 and \$587,000 in cash dividends paid during the year ended December 31, 2013, partially offset by net income of \$3.7 million.



Comparison of Results of Operations for the Years Ended December 31, 2013 and 2012

General. Net income was \$3.7 million for the year ended December 31, 2013, or \$0.65 per diluted share, an increase of \$117,000, or 3.2%, compared to net income of \$3.6 million, or \$0.64 per diluted share, for the year ended December 31, 2012. The increase in net income was primarily due to a \$551,000 decrease in the provision for loan losses and a \$62,000 increase in non-interest income, partially offset by a \$523,000 increase in non-interest expense.

Net Interest Income. Net interest income increased by \$11,000 to \$15.1 million for the year ended December 31, 2013 compared to \$15.0 million for the year ended December 31, 2012. Interest income and interest expense both decreased by slightly more than \$1.0 million for the year ended December 31, 2013 when compared to the year ended December 31, 2012. Interest rate spread and net interest margin were 3.19% and

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3.34%, respectively, for the year ended December 31, 2013 compared to 3.07% and 3.26%, respectively, for the year ended December 31, 2012. The increase in the interest rate spread and net interest margin at December 31, 2013 as compared to December 31, 2012 was due to a 25 basis point decrease in the average rate paid on interest-bearing liabilities offset by a 13 basis point decrease in average interest earned on interest earning assets.

**Interest Income.** Interest income decreased by \$1.0 million, or 5.3%, to \$18.6 million for the year ended December 31, 2013 compared to the year ended December 31, 2012. Loan interest income decreased by \$272,000, or 1.9%, to \$13.8 million for the year ended December 31, 2013 compared to the year ended December 31, 2012, due to a decrease in the average yield of the loan portfolio from 5.25% for the year ended December 31, 2012 to 5.08% for the year ended December 31, 2013. The average yield on the loan portfolio decreased as new loans were originated or existing loans were refinanced at lower yields than the rates earned on loans which had paid off, as a result of the current low interest rate environment. The average balance of the loan portfolio increased \$3.4 million, or 1.3%, from \$268.3 million for the year ended December 31, 2012 to \$271.7 million for the year ended December 31, 2013. The increase in the average balance of loans receivable was primarily due to an increase in the average balance of commercial real estate loans, commercial business loans and home equity loans, partially offset by a decrease in the average balance of one- to four-family real estate loans. The decrease in the average balance of one- to four-family real estate loans was a strategic decision by the Company to not match competitor rates during 2012 and the first half of 2013 in an effort to avoid increased interest rate risk. Investment interest income decreased by \$749,000, or 13.5%, from \$5.5 million for the year ended December 31, 2012 to \$4.8 million for the year ended December 31, 2013 due to a decrease in the average yield on investments from 3.27% for the year ended December 31, 2012 to 3.00% for the year ended December 31, 2013. The average yield on the investment portfolio decreased as new securities were purchased at lower yields than the rates earned on securities which had paid off, as a result of the current low interest rate environment. The average balance of the investment portfolio decreased from \$169.2 million for the year ended December 31, 2012 to \$159.9 million for the year ended December 31, 2013 primarily due to the receipt of paydowns which were used to fund loan originations and to pay down borrowings.

**Interest Expense.** Interest expense decreased \$1.0 million, or 22.7% for the year ended December 31, 2013 to \$3.6 million compared to \$4.6 million for the year ended December 31, 2012. Interest expense on deposits decreased by \$789,000, or 19.8%, to \$3.2 million for the year ended December 31, 2013 when compared to the year ended December 31, 2012 primarily due to the decrease in the average rate paid on deposits and a shift in the deposit mix, resulting in a larger percentage of the deposit portfolio consisting of low cost core deposits. The average balance of deposits for the year ended December 31, 2013 was \$353.5 million with an average rate of 0.90% compared to the average balance of deposits of \$353.3 million and an average rate of 1.13% for the year ended December 31, 2012. The decrease in the average rate paid on deposits was due to the continued low interest rate environment in 2013. The interest expense related to advances from the FHLBNY decreased \$253,000, or 49.1%, to \$262,000 for the year ended December 31, 2013 when compared to the year ended December 31, 2012. This decrease was due to an \$8.2 million decrease in average FHLBNY advance balances and a 51 basis point decline in the average rate paid on FHLBNY advances when comparing the year ended December 31, 2013 with the year ended December 31, 2012. The decrease in the average FHLBNY advance balances was a result of the Company's decision to utilize excess cash obtained from loan and security prepayments to pay down long-term borrowings. The low interest rate environment caused the average rate paid on borrowings to decrease.

**Provision for Loan Losses.** A provision of \$105,000 was recorded to the allowance for loan losses during the year ended December 31, 2013 compared to a provision of \$656,000 during the year ended December 31, 2012. Net charge-offs were \$98,000 for the year ended December 31, 2013 compared to \$216,000 for the year ended December 31, 2012. Our credit quality remains strong, in comparison to all savings institutions despite an increase in non-performing loans to \$4.6 million, or 1.66% of total loans, at December 31, 2013 as compared to \$2.4 million, or 0.89% of total loans, at December 31, 2012. The Company's ratio of non-performing loans to total loans at December 31, 2013 remains below the average for all savings institutions, which was 1.86% at December 31, 2013.



During the year ended December 31, 2013, the Company recorded a \$60,000 provision for loan losses on commercial business loans primarily due to changes in the related environmental factors used to qualitatively assess inherent losses in the loan portfolio. The changes in the environmental factors occurred due to an increase in historical average net charge-offs over the last three years, which increased the amount of allowance that was set aside for inherent losses in this loan category. A \$26,000 provision for loan losses was recorded on consumer loans primarily due to increased loan charge-offs in this category during the year ended December 31, 2013. The provision for loan losses was reduced by a \$26,000 credit for loan losses on one- to four-family loans and home equity loans during the year ended December 31, 2013, due to a decrease in classified loans in these categories. During the year ended December 31, 2013, the Company recorded an unallocated provision for loan losses of \$47,000. This unallocated provision reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating allocated and general losses in the portfolio.

During the year ended December 31, 2012, the Company recorded a \$592,000 provision for loan losses on commercial real estate loans and commercial loans due to an increase in the loan balances and number of classified loans in those categories. Management also recorded an additional \$96,000 in provision for loan losses due to specific residential mortgage loans and consumer loans that had become classified loans or had been downgraded due to certain factors, such as delinquency or bankruptcy of the borrower, during 2012. This was offset by a \$32,000 reduction in the provision for loan losses on home equity loans due to a reduction of classified loans in that category.

Refer to Note 5 of the Notes to the Consolidated Financial Statements for details on the provision for loan losses.

**Non-interest Income.** Non-interest income increased \$62,000, or 3.1%, to \$2.1 million for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase was primarily due to a \$142,000 increase in the gain on sale of securities available for sale during the year ended December 31, 2013 as compared to the prior year. In 2013, the Company recorded \$206,000 in gains on the sale of eight municipal bond securities and one mortgage-backed security. During the year ended December 31, 2012, the Company recognized a \$64,000 gain on the sale of two mortgage-backed securities. This increase was partially offset by a \$78,000 increase in non-cash, pre-tax impairment charges during 2013. During the year ended December 31, 2013, a \$180,000 non-cash, pre-tax impairment charge was taken on one asset-backed security, which was in addition to a \$102,000 impairment charge taken on this same security during the year ended December 31, 2012. The impairment charge was attributable to a significant decline in the market value of this bond that is not expected to be recovered over its term. Earnings on bank owned life insurance increased \$35,000, or 14.1%, for the year ended December 31, 2013 when compared to the year ended December 31, 2012 partially due to the purchase of an additional \$2.5 million of bank owned life insurance during the fourth quarter of 2012. Service charges and fees decreased \$31,000, or 1.8%, for the year ended December 31, 2013 when compared to the year ended December 31, 2012.

**Non-interest Expenses.** Non-interest expenses increased \$523,000, or 4.4%, from \$11.8 million for the year ended December 31, 2012 to \$12.3 million for the year ended December 31, 2013. The increases are primarily due to increases in salaries and employee benefit expenses and occupancy and equipment in 2013. Salaries and employee benefits expense increased \$133,000, or 2.2%, for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase was primarily due to increased staffing for our newest branch office in Snyder, NY, which opened in April 2013 and annual salary increases. Occupancy and equipment expense increased \$275,000, or 15.7%, for the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to increases in software maintenance costs, property taxes, maintenance and repairs of buildings and equipment and the opening of the Snyder branch office in the second quarter of 2013. Data processing expenses increased \$34,000, or 5.5%, during the year ended December 31, 2013 primarily due to the costs associated with the opening of our newest branch office and consulting fees related to the negotiation of our core processing contract. FDIC insurance expense

increased \$14,000, or 5.6%, for the year ended December 31, 2013 compared to the year ended December 31, 2012, due to an increase in assessed fees in 2013. Other expenses increased \$73,000, or 6.3%, for the year ended December 31,

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2013 compared to the year ended December 31, 2012. The increase in other expenses was primarily due to increased communication expenses, travel and training expenses during 2013 which were partially attributed to the opening of our new branch office. These increases were partially offset by decreases in professional services, advertising and postage and supplies expenses as a result of efficiencies implemented by the Company.

**Income Taxes Expense.** Income tax expense decreased by \$16,000, or 1.6%, from \$984,000 for the year ended December 31, 2012 to \$968,000 for the year December 31, 2013. The decrease was primarily due to a decrease in the effective tax rate for the year ended December 31, 2013 from 21.3% for the year ended December 31, 2012 to 20.5% for the year ended December 31, 2013. The decrease in the effective tax rate was primarily due to a disproportionate increase in tax exempt income as compared to the increase in income during the year ended December 31, 2013.

#### Comparison of Results of Operations for the Years Ended December 31, 2012 and 2011

**General.** Net income was \$3.6 million for the year ended December 31, 2012, or \$0.64 per diluted share, a decrease of 1.5%, compared to net income of \$3.7 million, or \$0.65 per diluted share, for the year ended December 31, 2011. The decrease in net income during the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to an increase of \$504,000 in non-interest expenses, an increase of \$241,000 in provision for loan losses and an \$82,000 decrease in net interest income, partially offset by a \$409,000 decrease in income tax expense and an increase of \$364,000 in non-interest income.

**Net Interest Income.** Net interest income decreased by \$82,000, or 0.5%, to \$15.0 million for the year ended December 31, 2012 compared to \$15.1 million for the year ended December 31, 2011. Interest income decreased by \$1.1 million, while interest expense decreased by \$1.0 million for the year ended December 31, 2012 when compared to the year ended December 31, 2011. Interest rate spread and net interest margin were 3.07% and 3.26%, respectively, for the year ended December 31, 2012 compared to 3.14% and 3.34%, respectively, for the year ended December 31, 2011.

**Interest Income.** Interest income decreased by \$1.1 million, or 5.4%, to \$19.7 million for the year ended December 31, 2012 compared to the year ended December 31, 2011. Loan interest income decreased by \$347,000, or 2.4%, to \$14.1 million for the year ended December 31, 2012 compared to the year ended December 31, 2011, due to a decrease in the average yield and average balance of the loan portfolio. The average yield on the loan portfolio decreased from 5.33% for the year ended December 31, 2011 to 5.25% for the year ended December 31, 2012 partially due to loan pay-downs and new loan originations as a result of the current low interest rate environment. The average balance of the loan portfolio decreased \$2.4 million, or 0.9%, from \$270.7 million for the year ended December 31, 2011 to \$268.3 million for the year ended December 31, 2012. The decrease in the average balance of loans receivable was primarily due to a decrease in the average balance of one- to four- family real estate loans, partially offset by an increase in the average balance of commercial real estate and commercial loans. As previously indicated, the decrease in one- to four-family loans was a strategic decision by the Company to not match competitor rates in an effort to avoid increased interest rate risk. Investment interest income decreased by \$765,000, or 12.1%, to \$5.5 million for the year ended December 31, 2012 compared to \$6.3 million for 2011 due to the decrease in the average yield on investment securities. The investment portfolio had an average balance of \$169.2 million and an average yield of 3.27% for the year ended December 31, 2012 compared to an average balance of \$162.7 million and an average yield of 3.88% for the year ended December 31, 2011. The average yield on the investment portfolio decreased as new securities were purchased at lower yields than the rates earned on securities which had paid off, as a result of the current low interest rate environment. The average balance of the investment portfolio increased primarily due to the re-investment of paydowns on the loan and investment portfolios into the purchase of new available for sale securities.

Interest Expense. Interest expense decreased by \$1.0 million, or 18.3%, to \$4.6 million for the year ended December 31, 2012 compared to \$5.6 million for the year ended December 31, 2011. The interest paid on deposits decreased by \$605,000, or 13.2%, to \$4.0 million for the year ended December 31, 2012 when

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compared to the year ended December 31, 2011 primarily due to the decrease in the average rate paid on deposits. The average balance of deposits for the year ended December 31, 2012 was \$353.3 million with an average rate of 1.13% compared to the average balance of deposits of \$350.3 million and an average rate of 1.31% for the year ended December 31, 2011. The decrease in the average rate paid on deposits was due to the continued low interest rate environment in 2012. The increase in the average balance of deposits was primarily due to deposit growth in core deposit accounts partially offset by a decrease in the average balance of time deposits. The interest expense related to advances from the FHLB NY decreased \$426,000, or 45.3%, to \$515,000 for the year ended December 31, 2012 when compared to the year ended December 31, 2011. This decrease was due to a \$6.1 million decrease in average balances and an 88 basis point decline in the average rate paid on advances when comparing the year ended December 31, 2012 with 2011. The decrease in the average advance balances was a result of the Company's decision to utilize excess cash obtained from loan prepayments to pay down borrowings. The low interest rate environment caused the average rate paid on borrowings to decrease.

**Provision for Loan Losses.** A net provision of \$656,000 was recorded to the allowance for loan losses during the year ended December 31, 2012 compared to a net provision of \$415,000 during the year ended December 31, 2011. Our credit quality remains strong, as non-performing loans have remained steady at \$2.4 million, or 0.89% of net loans, and \$2.8 million, or 1.02% of net loans, at December 31, 2012 and 2011, respectively. Net charge-offs were \$216,000 for the year ended December 31, 2012 compared to \$2,000 for the year ended December 31, 2011.

During the year ended December 31, 2012, the Company recorded a \$592,000 provision for loan losses on commercial real estate loans and commercial loans due to an increase in the loan balances and number of classified loans in those categories. Management also recorded an additional \$96,000 in provision for loan losses due to specific residential mortgage loans and consumer loans that had become classified loans or had been downgraded due to certain factors, such as delinquency or bankruptcy of the borrower, during 2012. This was offset by a \$32,000 reduction in the provision for loan losses on home equity loans due to a reduction of classified loans in that category.

Provision for loan losses during the year ended December 31, 2011 was \$415,000. Upon review of the environmental factors relating to the commercial real estate loans and commercial loans during 2011, management determined that a \$199,000 provision for loan losses was necessary due to the increase in portfolio size and the standard risks presented by the inherent nature of these types of loans. During the year ended December 31, 2011, management also recorded an additional \$170,000 in provision for loan losses for specific commercial real estate or commercial loans that had become classified loans or had been downgraded due to certain factors, such as delinquency. Management also recorded a \$46,000 provision for loan losses on specific residential mortgage loans, home equity loans and consumer loans that had become classified loans or had been downgraded due to certain factors, such as delinquency, during 2011.

Refer to Note 5 of the Notes to the Consolidated Financial Statements for details on the provision for loan losses.

**Non-interest Income.** Non-interest income increased \$364,000, or 21.9%, to \$2.0 million for the year ended December 31, 2012 compared to the year ended December 31, 2011. The increase was primarily due to a \$500,000 OTTI write-down recorded by the Company during the year ended December 31, 2011 on an investment made in the common stock of a small, local payment processing company. The increase was partially offset by a non-cash, pre-tax impairment charge of \$102,000 related to the Company's write-down of one asset-backed security during the year ended December 31, 2012.





During the year ended December 31, 2012, the Company recognized a \$64,000 gain on the sale of two mortgage-backed securities as compared to the recognition of a \$31,000 gain on the sale of municipal bond securities and a \$57,000 recovery on previously impaired asset-backed securities during the year ended December 31, 2011.

Service charges and fees decreased \$10,000, or 0.6%, for the year ended December 31, 2012 when compared to the year ended December 31, 2011.

**Non-interest Expenses.** Non-interest expenses increased by \$504,000, or 4.5%, to \$11.8 million for the year ended December 31, 2012 compared to the year ended December 31, 2011. Salaries and employee benefits expense increased \$174,000, or 3.0%, for the year ended December 31, 2012 compared to the year ended December 31, 2011. The increase was primarily due to the addition of two new directors in 2012, salary increases, higher benefit expenses, and an unplanned accrual for a retirement benefit. The increase in salaries and employee benefits expense was also affected by the decrease in deferred salary expense incurred to originate loans due to a decrease in loan originations during the year ended December 31, 2012 when compared to 2011. The increase in salaries and employee benefits expense was partially offset by lower stock option expenses for awards that became fully vested at December 31, 2011. Professional services increased \$171,000, or 15.5%, for the year ended December 31, 2012 compared to 2011, primarily due to increased legal, accounting and consulting services. Other non-interest expenses increased by \$136,000, or 13.3%, for the year ended December 31, 2012 compared to 2011, primarily due to a \$135,000 increase in expenses associated with foreclosed real estate incurred during the year ended December 31, 2012 as compared to the prior year. Advertising expenses increased by \$83,000, or 23.5%, for the year ended December 31, 2012 compared to 2011, primarily due to the development of a new advertising campaign in 2012. These increases were partially offset by a \$70,000 decrease in FDIC insurance premiums, or 21.9%, for the year ended December 31, 2012 compared to 2011, due to the new insurance premium calculation methodology that the FDIC enacted in accordance with the Dodd-Frank Act, which became effective in 2011.

**Income Taxes Expense.** Income tax expense decreased by \$409,000, or 29.4%, to \$1.0 million for the year ended December 31, 2012 from \$1.4 million for the year ended December 31, 2011. The decrease was primarily due to less pretax income in 2012, an increase in tax-exempt income in 2012 and the recognition of a one-time tax expense of \$193,000 for a deferred tax valuation allowance in 2011. The deferred tax valuation allowance of \$193,000 was based on management's belief that it is more likely than not that the Company will not generate sufficient taxable income of the appropriate character to realize the benefits of the deductible losses related to the \$500,000 OTTI charge-off which occurred in 2011. Without the one-time tax effects for 2011, the effective tax rate would have been 24.4% for the year ended December 31, 2011. In comparison, the effective tax rate for the year ended December 31, 2012 was 21.3%. The lower effective rate in 2012 was a result of lower pre-tax income and a higher amount of tax exempt income on municipal investments.

## Liquidity and Capital Resources

Liquidity describes our ability to meet the financial obligations that arise during the ordinary course of business. Liquidity is primarily needed to meet the lending and deposit withdrawal requirements of our customers and to fund current and planned expenditures. Our primary sources of funds consist of deposits, scheduled amortization and prepayments of loans and mortgage-backed and asset-backed securities, maturities and sales of other investments, interest earning deposits at other financial institutions and funds provided from operations. We have a written agreement with the Federal Home Loan Bank of New York, which allows us to borrow up to \$124.9 million as of December 31, 2013, and is collateralized by a pledge of certain fixed-rate residential, one- to four-family real estate loans. At December 31, 2013, we had outstanding advances under this agreement of \$19.5 million. We have a written agreement with the Federal Reserve Bank discount window for overnight borrowings which is collateralized by a pledge of our securities, and allows us to borrow up to the value of the securities pledged, which was equal to a book value of \$10.6 million and a fair value of \$11.1 million as of December 31, 2013. There were no balances outstanding

with the Federal Reserve Bank at December 31, 2013. We also have established lines of credits with correspondent banks for \$22.0 million, of

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which \$20.0 million is unsecured and the remaining \$2.0 million is required to be secured by a pledge of our securities when a draw is made. There were no borrowings on these lines as of December 31, 2013.

Historically, loan repayments and maturing investment securities were a relatively predictable source of funds. However, in light of the current economic environment, there are now more risks related to loan repayments and the valuation and maturity of investment securities. In addition, deposit flows, calls of investment securities, and prepayments of loans and mortgage-backed securities are strongly influenced by interest rates, general and local economic conditions, and competition in the marketplace. These factors and the current economic environment reduce the predictability of the timing of these sources of funds.

Our primary investing activities include the origination of loans and the purchase of investment securities. For the year ended December 31, 2013, we originated loans of \$57.8 million in comparison to \$54.5 million of loans originated during the year ended December 31, 2012. Purchases of investment securities totaled \$36.0 million in the year ended December 31, 2013 and \$32.6 million in the year ended December 31, 2012.

At December 31, 2013, we had loan commitments to borrowers of approximately \$8.4 million and overdraft lines of protection and unused home equity lines of credit of approximately \$28.4 million. Total deposits were \$388.2 million at December 31, 2013, as compared to \$378.5 million at December 31, 2012. Time deposit accounts scheduled to mature within one year were \$74.2 million at December 31, 2013. Based on our deposit retention experience, current pricing strategy, and competitive pricing policies, we anticipate that a significant portion of these time deposits will remain with us following their maturity.

In recent years, macro-economic conditions negatively impacted liquidity and credit quality across the financial markets as the U.S. economy experienced an economic downturn. Although recent reports have indicated improvements in the macro-economic conditions, the economic downturn has had far-reaching effects. However, our financial condition, credit quality and liquidity position remain strong.

We are committed to maintaining a strong liquidity position; therefore, we monitor our liquidity position on a daily basis. We anticipate that we will have sufficient funds to meet our current funding commitments. The marginal cost of new funding, however, whether from deposits or borrowings from the Federal Home Loan Bank, will be carefully considered as we monitor our liquidity needs. Therefore, in order to minimize our cost of funds, we may consider additional borrowings from the Federal Home Loan Bank in the future.

We do not anticipate any material capital expenditures during 2014. We do not have any balloon or other payments due on any long-term obligations or any off-balance sheet items other than loan commitments as described in Note 17 in the Notes to our Consolidated Financial Statements and the borrowing agreements noted above.

#### Off-Balance Sheet Arrangements

Other than loan commitments, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to investors. Refer to Note 17 in the Notes to our Consolidated Financial Statements for a summary of commitments outstanding as of December 31, 2013.

#### Accounting Policies, Standards and Pronouncements

Refer to Note 2 in the Notes to our Consolidated Financial Statements for a discussion of significant accounting policies, the impact of the adoption of new accounting standards and recent accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not applicable to smaller reporting companies.

Item 8. Financial Statements and Supplementary Data.

See pages F - 1 through F - 48 following the signature page of this Annual Report on Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures designed to ensure that the information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Our internal control over financial reporting is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management has made a comprehensive review, evaluation, and assessment of our internal control over financial reporting as of December 31, 2013. In making its assessment of internal control over financial reporting, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (1992 Framework). Based on that assessment, management concluded that, as of December 31, 2013, our internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company's registered public independent accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public independent accounting firm pursuant to rules of the SEC that permits the Company to provide only management's report in this annual report.

### Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the quarter ended December 31, 2013 to which this report relates that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

### Item 9B. Other Information.

None.

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this item is incorporated herein by reference to our Proxy Statement for our 2014 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission within 120 days of our December 31, 2013 fiscal year end.

### Item 11. Executive Compensation.

The information required by this item is incorporated herein by reference to our Proxy Statement for our 2014 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission within 120 days of our December 31, 2013 fiscal year end.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item is incorporated herein by reference to our Proxy Statement for our 2014 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission within 120 days of our December 31, 2013 fiscal year end.

### Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated herein by reference to our Proxy Statement for our 2014 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission within 120 days of our December 31, 2013 fiscal year end.

### Item 14. Principal Accounting Fees and Services.

The information required by this item is incorporated herein by reference to our Proxy Statement for our 2014 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission within 120 days of our



December 31, 2013 fiscal year end.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

15(a)(1) Financial Statements. The following are included in Item 8 of Part II of this Annual Report on Form 10-K.

- Report of Independent Registered Public Accounting Firm
- Consolidated Statements of Financial Condition as of December 31, 2013 and 2012
- Consolidated Statements of Income for the years ended December 31, 2013, 2012 and 2011

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- Consolidated Statements of Comprehensive Income for the years ended December 31, 2013, 2012 and 2011
- Consolidated Statements of Stockholders' Equity for the years ended December 31, 2013, 2012 and 2011
- Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011
- Notes to Consolidated Financial Statements

15(a)(2) Financial Statement Schedules. Schedules are omitted because they are not required or the information is provided elsewhere in the Consolidated Financial Statements or Notes thereto included in Item 8 of Part II of this Annual Report on Form 10-K.

15(a)(3) Exhibits. The following exhibits are filed as part of this Annual Report on Form 10-K or are incorporated herein by reference.

- |      |   |
|------|---|
| 3.1  | Charter of Lake Shore Bancorp, Inc.1  |
| 3.2  | Amended and Restated Bylaws of Lake Shore Bancorp, Inc.7                      |
| 4.1  | Form of Stock Certificate of Lake Shore Bancorp, Inc.2                        |
| 4.2  | Form of Restricted Stock Award Notice5  |
| 4.3  | Form of Stock Option Certificate5   |
| 10.1 | Employment Agreement between Daniel P. Reininga and Lake Shore Bancorp, Inc.9 |
| 10.2 | Employment Agreement between Daniel P. Reininga and Lake Shore Savings Bank10 |
| 10.3 | Amended and Restated Change   |

	of Control Agreement between Rachel A. Foley and Lake Shore Bancorp, Inc.8
10.4	Amended and Restated Severance Pay Plan of Lake Shore Savings Bank6
10.5	1999 Executives Supplemental Benefit Plan1
10.6	Amended and Restated 2007 Executives Supplemental Benefit Plan4
10.7	1999 Directors Supplemental Benefit Plan1
10.8	Amended and Restated 2007 Directors Supplemental Benefit Plan4
10.9	Form of Employee Stock Ownership Plan of Lake Shore Bancorp, Inc. amended and restated effective January 1, 201011
10.10	Lake Shore Bancorp, Inc. 2006 Stock Option Plan3
10.11	Lake Shore Bancorp, Inc. 2006 Recognition and Retention Plan3
10.12	2012 Supplemental Executive Retirement Plan12

- 10.13 Lake Shore Bancorp, Inc. 2012 Equity Incentive Plan<sup>13</sup>
- 21.1 Subsidiaries of Lake Shore Bancorp, Inc.\*
- 23.1 Consent of ParenteBeard LLC\*
- 31.1 Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 31.2 Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 32.1 Certification by the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 32.2 Certification by the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*

101.INS

XBRL Instance  
Document\*

101.SCH XBRL  
Taxonomy  
Extension  
Schema  
Document\*

101.CAL XBRL  
Taxonomy  
Calculation  
Linkbase  
Document\*

101.DEF XBRL  
Taxonomy  
Extension  
Definition  
Linkbase  
Document\*

101.LAB XBRL  
Taxonomy Label  
Linkbase  
Document\*

101.PRE XBRL  
Taxonomy  
Presentation  
Linkbase  
Document\*

\*Filed herewith.

- <sup>1</sup> Incorporated herein by reference to the Exhibits to the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 4, 2005 (Registration No. 333-129439).
- <sup>2</sup> Incorporated herein by reference to the Exhibits to Amendment No. 2 to the Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on February 8, 2006 (Registration No. 333-129439).
- <sup>3</sup> Incorporated herein by reference to the Proxy Statement for our October 24, 2006 special meeting of shareholders filed with the Securities and Exchange Commission on September 7, 2006.
- <sup>4</sup> Incorporated herein by reference to the Exhibits to Form 8-K, filed with the Securities and Exchange Commission on January 31, 2007.
- <sup>5</sup> Incorporated herein by reference to the Exhibits to the Registration Statement on Form S-8, filed with the Securities and Exchange Commission on April 3, 2007 (Registration No. 333-141829).
- <sup>6</sup> Incorporated herein by reference to the Exhibits to Form 8-K, filed with the Securities and Exchange Commission on November 16, 2007.
- <sup>7</sup> Incorporated herein by reference to Exhibit 3.2 to Form 8-K, filed with the Securities and Exchange Commission on January 7, 2013.
- <sup>8</sup> Incorporated herein by reference to Exhibit 10.3 to Form 8-K, filed with the Securities and Exchange Commission on February 3, 2011.
- <sup>9</sup> Incorporated herein by reference to Exhibits 10.1 to Form 8-K, filed with the Securities and Exchange Commission on February 3, 2011.
- <sup>10</sup> Incorporated herein by reference to Exhibits 10.2 to Form 8-K, filed with the Securities and Exchange Commission on February 3, 2011.
- <sup>11</sup> Incorporated herein by reference to Exhibits 10.9 to Form 10-K, filed with the Securities and Exchange Commission on March 31, 2011.
- <sup>12</sup> Incorporated herein by reference to Exhibit 10.1 to Form 8-K, filed with the Securities and Exchange Commission on June 29, 2012.
- <sup>13</sup> Incorporated herein by reference to Appendix A to the Proxy Statement for our May 23, 2012 annual meeting of shareholders filed with the Securities and Exchange Commission on April 11, 2012.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on March 26, 2014.

Lake Shore Bancorp, Inc.  
 By: /s/ Daniel P. Reininga  
 Daniel P. Reininga  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, and any rules and regulations promulgated there under, this Annual Report on Form 10-K, has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Susan C. Ballard	Director	
Susan C. Ballard		March 26, 2014
/s/ Tracy S. Bennett	Director	
Tracy S. Bennett		March 26, 2014
/s/ Sharon E. Brautigam	Director	
Sharon E. Brautigam		March 26, 2014
/s/ Reginald S. Corsi	Director	
Reginald S. Corsi		March 26, 2014
/s/ David C. Mancuso	Director	
David C. Mancuso		March 26, 2014
/s/ Daniel P. Reininga	President, Chief Executive Officer and Director (Principal Executive Officer)	
Daniel P. Reininga		March 26, 2014
/s/ Kevin M. Sanvidge	Director	
Kevin M. Sanvidge		March 26, 2014
/s/ Gary W. Winger	Chairman of the Board	
Gary W. Winger		March 26, 2014
/s/ Nancy L. Yocum	Vice Chairperson of the Board	
Nancy L. Yocum		March 26, 2014
/s/ Rachel A. Foley	Chief Financial Officer and Treasurer (Principal Accounting and Financial Officer)	
Rachel A. Foley		March 26, 2014





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<u>Consolidated Statements of Comprehensive Income</u>	F - 5
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Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
Lake Shore Bancorp, Inc.

We have audited the accompanying consolidated statements of financial condition of Lake Shore Bancorp, Inc. and subsidiary (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lake Shore Bancorp, Inc. and subsidiary as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

/s/ParenteBeard LLC

Pittsburgh, Pennsylvania  
March 26, 2014

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## Lake Shore Bancorp, Inc. and Subsidiary

## Consolidated Statements of Financial Condition

	December 31,	
	2013	2012
	(Dollars in thousands, except share data)	
Assets		
Cash and due from banks	\$ 7,748	\$ 7,374
Interest earning deposits	2,321	4,392
Federal funds sold	7,133	7,999
Cash and Cash Equivalents	17,202	19,765
Securities available for sale	157,964	159,368
Federal Home Loan Bank stock, at cost	1,560	1,852
Loans receivable, net of allowance for loan losses 2013 \$1,813; 2012 \$1,806	277,345	272,933
Premises and equipment, net	9,642	9,685
Accrued interest receivable	1,787	1,802
Bank owned life insurance	14,407	14,124
Other assets	2,260	2,858
<b>Total Assets</b>	<b>\$ 482,167</b>	<b>\$ 482,387</b>
Liabilities and Stockholders' Equity		
Liabilities		
Deposits:		
Interest bearing	\$ 353,915	\$ 346,065
Non-interest bearing	34,320	32,478
<b>Total Deposits</b>	<b>388,235</b>	<b>378,543</b>
Short-term borrowings	11,650	11,200
Long-term debt	7,850	14,400
Advances from borrowers for taxes and insurance	3,454	3,209
Other liabilities	5,707	8,050
<b>Total Liabilities</b>	<b>\$ 416,896</b>	<b>\$ 415,402</b>
Commitments and Contingencies	-	-
Stockholders' Equity		
Common stock, \$0.01 par value per share, 25,000,000 shares authorized; 6,619,203 shares issued and 5,915,835 shares outstanding at December 31, 2013 and 6,612,500 shares issued and 5,919,132 shares outstanding at December 31, 2012	\$ 66	\$ 66

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Additional paid-in capital	28,039	27,973
Treasury stock, at cost (703,368 shares at December 31, 2013 and 693,368 shares at December 31, 2012)	(6,588)	(6,469)
Unearned shares held by ESOP	(1,876)	(1,961)
Unearned shares held by RRP	(499)	(553)
Retained earnings	45,624	42,468
Accumulated other comprehensive income	505	5,461
Total Stockholders' Equity	65,271	66,985
Total Liabilities and Stockholders' Equity	\$ 482,167	\$ 482,387

See notes to consolidated financial statements.

## Lake Shore Bancorp, Inc. and Subsidiary

## Consolidated Statements of Income

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in thousands, except per share data)		
<b>Interest Income</b>			
Loans, including fees	\$ 13,807	\$ 14,079	\$ 14,426
Investment securities, taxable	2,804	3,635	4,421
Investment securities, tax-exempt	1,989	1,907	1,886
Other	14	29	32
Total Interest Income	18,614	19,650	20,765
<b>Interest Expense</b>			
Deposits	3,190	3,979	4,584
Short-term borrowings	48	50	24
Long-term debt	214	465	917
Other	104	109	111
Total Interest Expense	3,556	4,603	5,636
Net Interest Income	15,058	15,047	15,129
Provision for Loan Losses	105	656	415
Net Interest Income after Provision for Loan Losses	14,953	14,391	14,714
<b>Non-Interest Income</b>			
Service charges and fees	1,667	1,698	1,708
Earnings on bank owned life insurance	283	248	257
Gain on sale of securities available for sale	206	64	31
Recovery on previously impaired investment securities	3	-	57
Total other-than-temporary impairment ("OTTI") losses	(613)	(583)	-
Portion of OTTI losses recognized in other comprehensive income (before taxes)	433	481	-
Net OTTI losses recognized in earnings	(180)	(102)	-
Impairment of equity investment in unconsolidated entity	-	-	(500)
Other	113	122	113
Total Non-Interest Income	2,092	2,030	1,666
<b>Non-Interest Expenses</b>			
Salaries and employee benefits	6,202	6,069	5,895
Occupancy and equipment	2,029	1,754	1,777
Professional services	1,267	1,274	1,103
Data processing	654	620	580
Advertising	440	436	353
FDIC Insurance	263	249	319
Postage and supplies	245	248	255

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Other	1,234	1,161	1,025
Total Non-Interest Expenses	12,334	11,811	11,307
Income before Income Taxes	4,711	4,610	5,073
Income Tax Expense	968	984	1,393
Net Income	\$ 3,743	\$ 3,626	\$ 3,680
Basic earnings per common share	\$ 0.66	\$ 0.64	\$ 0.65
Diluted earnings per common share	\$ 0.65	\$ 0.64	\$ 0.65
Dividends declared per share	\$ 0.28	\$ 0.25	\$ 0.28

See notes to consolidated financial statements.

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## Lake Shore Bancorp, Inc. and Subsidiary

## Consolidated Statements of Comprehensive Income

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in thousands)		
Net Income	\$ 3,743	\$ 3,626	\$ 3,680
Other Comprehensive (Loss) Income, net of tax benefit (expense)			
Unrealized holding (losses) gains on securities available for sale, net of tax benefit (expense) 2013 \$3,117; 2012 \$(253); 2011 \$(3,548)	(4,938)	402	5,623
Reclassification adjustments related to:			
Recovery on previously impaired investment securities included in net income, net of tax expense 2013 \$1; 2011 \$22	(2)	-	(35)
Gains on sales of securities included in net income, net of tax expense 2013 \$80; 2012 \$25; 2011 \$12	(126)	(39)	(19)
Impairment charge for losses included in net income, net of tax benefit 2013 \$70; 2012 \$40	110	62	-
Total Other Comprehensive (Loss) Income	(4,956)	425	5,569
Total Comprehensive (Loss) Income	\$ (1,213)	\$ 4,051	\$ 9,249

See notes to consolidated financial statements.

## Lake Shore Bancorp, Inc. and Subsidiary

## Consolidated Statements of Stockholders' Equity

Years Ended December 31, 2013, 2012 and 2011

	Common Stock	Additional Paid-In Capital	Treasury Stock	Unearned Shares Held by ESOP	Unearned Shares Held by RRP	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
(In thousands, except share and per share data)								
Balance - January 1, 2011	\$ 66	\$ 27,920	\$ (6,091)	\$ (2,132)	\$ (757)	\$ 36,737	\$ (533)	\$ 55,210
Net income	-	-	-	-	-	3,680	-	3,680
Other comprehensive income, net of tax expense of \$3,514	-	-	-	-	-	-	5,569	5,569
ESOP shares earned (7,935 shares)	-	(5)	-	86	-	-	-	81
Stock based compensation	-	107	-	-	-	-	-	107
RRP shares earned (11,293 shares)	-	(35)	-	-	151	-	-	116
Purchase of treasury stock, at cost (17,950 shares)	-	-	(169)	-	-	-	-	(169)
Cash dividends declared (\$0.28 per share)	-	-	-	-	-	(647)	-	(647)
Balance - December 31, 2011	\$ 66	\$ 27,987	\$ (6,260)	\$ (2,046)	\$ (606)	\$ 39,770	\$ 5,036	\$ 63,947
Net income	-	-	-	-	-	3,626	-	3,626
Other comprehensive income, net of tax expense of \$268	-	-	-	-	-	-	425	425
ESOP shares earned (7,935 shares)	-	(5)	-	85	-	-	-	80
Stock based compensation	-	9	-	-	-	-	-	9
RRP shares earned (3,992 shares)	-	(18)	-	-	53	-	-	35
Purchase of treasury stock, at cost (20,000 shares)	-	-	(209)	-	-	-	-	(209)



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Cash dividends declared (\$0.25 per share)	-	-	-	-	-	(928)	-	(928)
Balance - December 31, 2012	\$ 66	\$ 27,973	\$ (6,469)	\$ (1,961)	\$ (553)	\$ 42,468	\$ 5,461	\$ 66,985
Net income	-	-	-	-	-	3,743	-	3,743
Other comprehensive loss, net of tax benefit of \$3,128	-	-	-	-	-	-	(4,956)	(4,956)
Stock options exercised (6,703 shares)	-	73	-	-	-	-	-	73
ESOP shares earned (7,935 shares)	-	6	-	85	-	-	-	91
Stock based compensation	-	4	-	-	-	-	-	4
RRP shares earned (4,035 shares)	-	(17)	-	-	54	-	-	37
Purchase of treasury stock, at cost (10,000 shares)	-	-	(119)	-	-	-	-	(119)
Cash dividends declared (\$0.28 per share)	-	-	-	-	-	(587)	-	(587)
Balance - December 31, 2013	\$ 66	\$ 28,039	\$ (6,588)	\$ (1,876)	\$ (499)	\$ 45,624	\$ 505	\$ 65,271

See notes to consolidated financial statements.

ww.Lake Shore Bancorp, Inc. and Subsidiary

## Consolidated Statements of Cash Flows

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in thousands)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income	\$ 3,743	\$ 3,626	\$ 3,680
Adjustments to reconcile net income to net cash provided by operating activities:			
Net amortization of investment securities	488	558	124
Amortization of deferred loan costs	518	550	517
Provision for loan losses	105	656	415
Impairment of investment securities	180	102	-
Impairment of equity investment in unconsolidated entity	-	-	500
Recovery on previously impaired investment securities	(3)	-	(57)
Gain on sale of investment securities	(206)	(64)	(31)
Originations of loans held for sale	(1,436)	(767)	(639)
Proceeds from sales of loans held for sale	1,436	767	639
Net loss (gain) on disposal of premises and equipment	1	4	(3)
Depreciation and amortization	699	663	655
Deferred income tax benefit	(46)	(240)	(40)
Increase in bank owned life insurance, net	(283)	(248)	(257)
ESOP shares committed to be released	91	80	81
Stock based compensation expense	41	44	223
Decrease (increase) in accrued interest receivable	15	117	(118)
Decrease in other assets	65	380	942
Writedowns of foreclosed real estate	57	67	54
(Decrease) increase in other liabilities	(83)	458	(533)
Net Cash Provided by Operating Activities	5,382	6,753	6,152
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Activity in available for sale securities:			
Sales	4,381	1,433	4,673
Maturities, prepayments and calls	25,863	34,652	24,336
Purchases	(35,973)	(32,601)	(30,203)
Purchases of Federal Home Loan Bank Stock	-	(17)	(51)
Redemptions of Federal Home Loan Bank Stock	292	384	233
Loan origination and principal collections, net	(5,606)	47	(13,198)
Proceeds from sale of foreclosed real estate	551	603	166
Additions to premises and equipment	(657)	(1,822)	(216)
Purchase of additional bank owned life insurance	-	(2,500)	-
Net Cash (Used in) Provided by Investing Activities	(11,149)	179	(14,260)

## CASH FLOWS FROM FINANCING ACTIVITIES

Net increase (decrease) in deposits	9,692	(1,255)	4,013
Net increase in advances from borrowers for taxes and insurance	245	61	121
Net increase in short term borrowings	450	4,290	1,910
Proceeds from issuance of long-term debt	1,750	-	4,100
Repayment of long-term debt	(8,300)	(12,830)	(11,030)
Proceeds from stock options exercised	73	-	-
Purchase of Treasury Stock	(119)	(209)	(169)
Cash dividends paid	(587)	(928)	(647)
Net Cash Provided by (Used in) Financing Activities	3,204	(10,871)	(1,702)
Net Decrease in Cash and Cash Equivalents	(2,563)	(3,939)	(9,810)

## CASH AND CASH EQUIVALENTS - BEGINNING

19,765	23,704	33,514
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## CASH AND CASH EQUIVALENTS - ENDING

\$ 17,202	\$ 19,765	23,704
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## SUPPLEMENTARY CASH FLOWS INFORMATION

Interest paid	\$ 3,574	\$ 4,639	\$ 5,682
Income taxes paid	\$ 1,131	\$ 1,112	\$ 1,176

## SUPPLEMENTARY SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES

Foreclosed real estate acquired in settlement of loans	\$ 704	\$ 1,001	\$ 252
Securities sold and not settled	\$ -	\$ 1,410	\$ -

See notes to consolidated financial statements.

Lake Shore Bancorp, Inc. and Subsidiary

Notes to Consolidated Financial Statements

Note 1 - Organization and Nature of Operations

Organizational Structure

Lake Shore Bancorp, Inc. (the “Company”) and the parent mutual holding company, Lake Shore, MHC (the “MHC”) were formed on April 3, 2006 to serve as the stock holding companies for Lake Shore Savings Bank (the “Bank”) as part of the Bank’s conversion and reorganization from a New York State chartered mutual savings and loan association to the federal mutual holding company form of organization.

The MHC, whose activity is not included in these consolidated financial statements, held 3,636,875 shares, or 61.5% of the Company’s outstanding common stock as of December 31, 2013.

The Bank is engaged primarily in the business of retail banking in Erie and Chautauqua Counties of New York State. Its primary deposit products are savings and term certificate accounts and its primary lending products are residential mortgages and commercial real estate loans.

Charter

Lake Shore Bancorp, Inc. and the parent mutual holding company, Lake Shore, MHC are federally chartered and, effective July 2011, regulated by the Federal Reserve Board. Lake Shore Savings Bank, subsidiary of Lake Shore Bancorp, Inc., is a federally chartered savings bank and, effective July 2011, regulated by the Office of the Comptroller of the Currency (the “OCC”). These changes in regulators from the Office of Thrift Supervision (“OTS”) are due to the passage of the Dodd-Frank Act.

Regulations of the Board of Governors of the Federal Reserve System (the “Federal Reserve”) prohibit the waiver of dividends by the MHC unless the waiver has been approved by its members, consisting of depositors of the Bank. The MHC held a special meeting on February 5, 2014 of its members to vote on a proposal to authorize the MHC to waive its right to receive dividends aggregating up to \$0.28 per share that may be declared by the Company in the twelve months subsequent to the approval of the proposal by members. At the special meeting, a majority of the eligible member votes of the MHC approved the waiver of the receipt of dividends on shares owned by the MHC. Lake Shore, MHC submitted the results of this vote along with other information to the Federal Reserve for final approval of the dividend waiver. As of March 6, 2014, Lake Shore, MHC received the approval of the Federal Reserve Board to waive its right to receive dividends paid by the Company during the twelve months ending February 5, 2015. In prior periods, the MHC elected to waive its right to receive cash dividends upon receipt of regulatory approval prior to change in regulation. As of December 31, 2013, the MHC waived approximately \$5.4 million on a cumulative basis. The dividends waived by the MHC are considered a restriction on the retained earnings of the Company.

## Note 2 - Summary of Significant Accounting Policies

### Basis of Presentation

The consolidated financial statements include the accounts of the Company and the Bank. All material inter-company accounts and transactions have been eliminated. The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America (“GAAP”).

## Use of Estimates

To prepare these consolidated financial statements in conformity with GAAP, management of the Company made a number of estimates and assumptions relating to the reporting of assets and liabilities, the reporting of revenue and expenses and notes to the consolidated financial statements. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, securities valuation estimates, evaluation of impairment of securities, income taxes and deferred compensation liabilities.

## Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, amounts due from banks, interest earning deposits and federal funds which are generally sold for one to three-day periods.

## Investment Securities

All investment securities are classified as available for sale and are carried at fair value with unrealized gains and losses, net of the related deferred income tax effect, excluded from earnings and reported as a separate component of accumulated other comprehensive income until realized. Realized gains and losses are determined using the specific identification method.

Declines in the fair value of available for sale securities are evaluated for other-than-temporary impairment (“OTTI”) on a quarterly basis. Impairment is assessed at the individual security level. An investment security is subject to a review for OTTI if the fair value of the security is less than its cost or amortized cost basis by more than 20%, as stated in the Company’s internal policy. The Company’s OTTI evaluation process is performed in a consistent and systematic manner and includes an evaluation of all available evidence. Documentation of the process is as extensive as necessary to support a conclusion as to whether a decline in fair value below cost or amortized cost is other-than-temporary and includes documentation supporting both observable and unobservable inputs and a rationale for conclusions reached. This process considers factors such as the severity, length of time and anticipated recovery period of the impairment, recent events specific to the issuer, including investment downgrades by rating agencies and economic conditions of its industry, and the issuer’s financial condition, capital strength and near-term prospects. The Company also considers its intent and ability to retain the security for a period of time sufficient to allow for a recovery in fair value, or until maturity. Among the factors that are considered in determining the Company’s intent and ability to retain the security is a review of its capital adequacy, interest rate risk position and liquidity. The assessment of a security’s ability to recover any decline in fair value, the ability of the issuer to meet contractual obligations, and the Company’s intent and ability to retain the security require considerable judgment.

All securities are reviewed for OTTI under the guidance of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 320, “Investments - Debt and Equity Securities” (“ASC 320”). The Company uses the cash flow expected to be realized from the security, which includes assumptions about interest rates, timing and severity of defaults, estimate of potential recoveries, and other factors, then applies a discounting rate equal to the effective yield of the security. When impairment of a debt security is considered other-than-temporary, the amount of the OTTI recorded as a loss within non-interest income and thereby recognized in earnings depends on whether the Company intends to sell the security or whether it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis. If the Company intends to (has decided to) sell the debt security or more likely than not will be required to sell the security before recovery of its amortized cost basis, OTTI is recognized in earnings equal to the entire difference between the investment’s amortized cost basis and its fair value. If the Company does not intend to sell the debt security and it is not more likely than not the Company will be required to sell the security before recovery of its amortized cost basis, OTTI is separated into the amount

representing credit loss and the amount related to all other market factors. The amount related to credit loss is recognized against earnings. The amount related to other market factors is recognized in other comprehensive income, net of applicable taxes.

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### Federal Home Loan Bank Stock

Federal law requires a member institution of the Federal Home Loan Bank (“FHLB”) system to hold restricted stock of its district Federal Home Loan Bank according to a predetermined formula. The restricted stock is carried at cost.

Management’s determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of their cost is influenced by criteria such as (1) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted, (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB, and (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the FHLB. The FHLB stock was not deemed to be impaired, and therefore no impairment charges were recorded during the years ended December 31, 2013, 2012 and 2011.

### Derivative Instruments

The Company follows the FASB ASC Topic 815 “Derivatives and Hedging” (“ASC 815”). ASC 815 establishes accounting and reporting standards for derivative instruments and for hedging activities, which require that an entity recognize all derivatives as either assets or liabilities on a balance sheet and measure those instruments at fair value. Changes in the fair value of derivatives must be recognized in earnings when they occur, unless the derivative qualifies as a hedge. If a derivative qualifies as a hedge, the Company can elect to use hedge accounting to eliminate or reduce income statement volatility that would arise from reporting changes in a derivative’s fair value in income. The Company did not hold derivative instruments or use hedge accounting during the years ended December 31, 2013, 2012 and 2011.

### Loans Receivable

Loans receivable that management has the intent and ability to hold until maturity or payoff are stated at their outstanding unpaid principal balances, net of allowance for loan losses and any deferred fees and costs. Interest income is accrued on the unpaid principal balance. Loan origination fees and costs are deferred and recognized as an adjustment of the yield (interest income) of the related loans. The Company is generally amortizing these amounts over the contractual life of the loan.

Management considers a loan to be in delinquency status when the contractual payment of principal or interest has become greater than 30 days past due. The accrual of interest is generally discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan is currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on non-accrual status, unpaid interest credited to income is reversed in the current year. Interest received on non-accrual loans generally is either applied against principal or reported as interest income, according to management’s judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

### Allowance for Loan Losses

The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are



credited to the allowance.

Management estimates the allowance for loan losses pursuant to FASB ASC Topic 450, "Contingencies" ("ASC 450"), and FASB ASC Topic 310, "Receivables" ("ASC 310"). Commercial and commercial real estate loans that are considered impaired as defined in ASC 310 are reviewed individually to assess the

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likelihood and severity of loss exposure. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis. Factors considered by management in determining impairment include payment status, collateral value, cash flow and the probability of collecting scheduled principal and interest payments when due. Loans subject to individual review are, where appropriate, reserved for according to the present value of expected future cash flows available to repay the loan or the estimated fair value less estimated selling costs of the collateral, if the loan is collateral dependent. Commercial loans excluded from individual assessment, as well as smaller balance homogeneous loans, such as consumer, residential real estate and home equity loans, are evaluated for loss exposure under ASC 450 based upon historical loss rates for each of these categories of loans, adjusted for qualitative factors. The Company does not separately identify individual consumer, home equity, or residential real estate loans for impairment disclosure, unless the loan has been modified as a troubled debt restructuring.

The Company records cash receipts on impaired loans that are non-performing as a reduction to principal before applying amounts to interest or late charges unless specifically directed otherwise by the Bankruptcy Court. The Company continues to recognize interest income on impaired loans where there is no confirmed loss.

Loans may be periodically modified in a troubled debt restructuring (“TDR”) to make concessions to help a borrower remain current on the loan and/or to avoid foreclosure, in accordance with FASB Accounting Standard Update (“ASU”) 2011-02, “Receivables (“Subtopic 310”): “A Creditor’s Determination of Whether a Restructuring is a Troubled Debt Restructuring” (“ASU 2011-02”). Generally, we do not forgive principal or interest on a loan or modify the interest rate on loans that are below market rates. When we modify loans in a TDR, we evaluate any possible impairment similar to other impaired loans. If we determine that the value of a modified loan is less than the recorded investment in the loan, impairment is recognized through a specific allowance estimate or charge-off to the allowance.

The allowance for loan losses is maintained at a level to provide for losses that are inherent within the loan portfolio. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant change, including the amounts and timing of future cash flows expected to be received on impaired loans.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as either special mention, doubtful, substandard or loss. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value for that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management’s estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

#### Premises and Equipment

Land is carried at cost. Buildings, improvements, furniture and equipment are carried at cost, net of accumulated depreciation. Depreciation is computed on the straight-line basis over the estimated useful lives of assets (generally thirty-nine years for buildings and three to fifteen years for furniture and equipment). Leasehold improvements are amortized on the straight-line method over the lesser of the life of the improvements or the lease term. Maintenance and repairs are charged to expense as incurred, while major improvements are capitalized and amortized to operating expense over the identified useful life.

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#### Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

#### Foreclosed Real Estate

Foreclosed real estate consists of property acquired in settlement of loans which is carried at its fair value less estimated selling costs. Writedowns from cost to fair value less estimated selling costs are recorded at the date of acquisition or repossession and are charged to the Allowance for Loan Losses. Subsequent writedowns to fair value net of estimated selling costs are recorded in non-interest expense along with direct operating expenses. Gains or losses not previously recognized, resulting from the sale of foreclosed assets are recognized in non-interest expense on the date of sale.

Foreclosed real estate was \$581,000 and \$580,000 at December 31, 2013 and 2012, respectively, and was included as a component of other assets. Proceeds from the sale of foreclosed real estate for the years ended December 31, 2013, 2012 and 2011 were \$551,000, \$603,000, and \$166,000, respectively. This resulted in a net gain on sale of \$38,000, \$53,000 and \$12,000 for the years ended December 31, 2013, 2012 and 2011, respectively.

#### Bank Owned Life Insurance

The Company invests in bank owned life insurance (“BOLI”) as a source of funding for employee benefit expenses (see Note 12). BOLI involves the purchasing of life insurance by the Company on a chosen group of employees. The Company is the owner and beneficiary of the policies. This life insurance investment is carried at the cash surrender value of the underlying policies. Income from the increase in cash surrender value of the policies is included in non-interest income in the statements of income.

#### Advertising Costs

The Company follows the policy of charging the costs of advertising to expense as incurred. Total advertising expense for the years ended December 31, 2013, 2012 and 2011 was \$440,000, \$436,000, and \$353,000, respectively.

#### Income Taxes

The Company files a consolidated federal income tax return. The provision for federal and state income taxes is based on income reported on the consolidated financial statements, rather than the amounts reported on the respective income tax returns. Deferred taxes are recorded using the liability method whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company makes certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are applied in the calculation of certain tax credits and in the calculation of deferred income tax expense or benefit associated with certain deferred tax assets and liabilities. Significant changes

to these estimates may result in an increase or decrease to the Company's tax provision in a subsequent period. The Company recognizes interest and/or penalties related to income tax matters in income tax expense.

The Company periodically reviews its tax positions and applies a "more likely than not" recognition threshold for all tax uncertainties. The amount recognized is the largest amount of tax benefit that is greater than 50%

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likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

#### Employee Stock Ownership Plan (“ESOP”)

Compensation expense is recognized based on the current market price of shares committed to be released to employees. All shares released and committed to be released are deemed outstanding for purposes of earnings per share calculations. Dividends declared on all allocated shares held by the ESOP are charged to retained earnings. The value of unearned shares to be allocated to ESOP participants for future services not yet performed is reflected as a reduction of stockholders’ equity. Dividends declared on all unallocated shares held by the ESOP are reported as a reduction of debt.

#### Stock Compensation Plans

At December 31, 2013, the Company had stock-based employee and non-employee compensation plans, which are described more fully in Note 13. The Company accounts for these plans under FASB ASC Topic 718 “Compensation – Stock Compensation”. The Company accounts for the plans using a fair value-based method for valuing stock-based compensation, which measures compensation cost at the grant date based on the fair value of the award. Compensation is then recognized over the service period, which is usually the vesting period. The fair value of the stock option grants are estimated on the date of grant using the Black-Scholes options-pricing model. Common shares awarded under the restricted stock plan are expensed based on the fair market value at the grant date. The stock option plan and restricted stock plan expenses are recognized in salaries and employee benefits expense on the consolidated statement of income.

#### Earnings per Common Share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding, less unallocated shares held by the Company’s ESOP and shares held by the Company’s Recognition and Retention Plan (“RRP”), during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed conversion. Potential common shares that may be issued by the Company relate solely to outstanding stock options and restricted stock awards, and are determined using the treasury stock method.

#### Off-Balance Sheet Credit Related Financial Instruments

In the ordinary course of business, the Company has entered into commitments to extend credit. Such commitments are recorded in the consolidated statement of financial condition when they are funded.

#### Comprehensive Income (Loss)

Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities and OTTI related to non-credit factors, are reported as a separate component of the stockholders’ equity section of the consolidated statement of financial condition, such items, along with net income, are components of comprehensive income (loss).

#### Restrictions on Cash and Due from Banks

The Company is required to maintain reserve funds in cash or on deposit with the Federal Reserve Bank. The required reserve at December 31, 2013 and 2012 was \$1,902,000 and \$1,836,000, respectively.

#### Subsequent Events

The Company follows FASB ASC Topic 855, "Subsequent Events", in accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. The Company evaluated events occurring subsequent to December 31, 2013 through the date the consolidated financial statements are

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being issued, and other than as set forth in Note 21, did not identify any subsequent events requiring disclosure pursuant to the provisions of FASB ASC Topic 855.

#### New Accounting Standards

In January 2014, the FASB issued ASU 2014-04, “Receivables – Troubled Debt Restructurings by Creditors (“Topic 310-40”): “Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure” (“ASU 2014-04”). ASU 2014-04 clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, ASU 2014-04 requires interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. ASU 2014-04 is effective for the reporting periods beginning after December 15, 2014. Management does not expect the adoption of this update to have a material impact on the Company’s consolidated financial statements or results of operations.

#### Reclassifications

Certain amounts in the 2012 and 2011 consolidated financial statements have been reclassified to conform with the 2013 presentation format. These reclassifications had no effect on net income.

#### Note 3 – Investment Securities

The amortized cost and fair value of securities are as follows:

	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	( Dollars in thousands)			
<b>SECURITIES AVAILABLE FOR SALE:</b>				
U.S. Treasury bonds	\$ 12,857	\$ 991	\$ -	\$ 13,848
Municipal bonds	57,199	1,385	(540)	58,044
Mortgage-backed securities:				
Collateralized mortgage obligations-private label	77	4	-	81
Collateralized mortgage obligations-government sponsored entities	63,840	362	(1,577)	62,625



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Government National Mortgage Association	2,153	66	-	2,219
Federal National Mortgage Association	11,452	318	(136)	11,634
Federal Home Loan Mortgage Corporation	5,774	117	(75)	5,816
Asset-backed securities-private label	3,637	618	(757)	3,498
Asset-backed securities-government sponsored entities	130	4	-	134
Equity securities	22	43	-	65
	\$ 157,141	\$ 3,908	\$ (3,085)	\$ 157,964

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	December 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(Dollars in thousands)				
<b>SECURITIES AVAILABLE FOR SALE:</b>				
U.S. Treasury bonds	\$ 12,896	\$ 2,299	\$ -	\$ 15,195
Municipal bonds	51,666	4,598	-	56,264
Mortgage-backed securities:				
Collateralized mortgage obligations-private label	92	2	-	94
Collateralized mortgage obligations-government sponsored entities	57,574	684	(91)	58,167
Government National Mortgage Association	2,607	289	-	2,896
Federal National Mortgage Association	15,232	1,040	-	16,272
Federal Home Loan Mortgage Corporation	5,708	486	-	6,194
Asset-backed securities-private label	4,514	530	(927)	4,117
Asset-backed securities-government sponsored entities	150	13	-	163
Equity securities	22	-	(16)	6
	\$ 150,461	\$ 9,941	\$ (1,034)	\$ 159,368

All of our mortgage-backed securities and collateralized mortgage obligations are backed by residential mortgages.

At December 31, 2013 and 2012, equity securities consisted of 22,368 shares of Federal Home Loan Mortgage Corporation ("FHLMC") common stock.

At December 31, 2013, thirty-one municipal bonds with a cost of \$10.6 million and fair value of \$11.1 million, were pledged under a collateral agreement with the Federal Reserve Bank of New York for liquidity borrowing. At December 31, 2012, thirty-two municipal bonds with a cost of \$10.0 million and a fair value of \$11.1 million were pledged under a collateral agreement with the Federal Reserve Bank of New York for liquidity borrowing. In addition, at December 31, 2013 and 2012, five municipal bonds with a cost of \$1.1 million and a fair value of \$1.1 million and \$1.2 million, respectively, were pledged as collateral for customer deposits in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limits.

The following table sets forth the Company's investment in securities available for sale with gross unrealized losses of less than twelve months and gross unrealized losses of twelve months or more and associated fair values as of the dates indicated:

Less than 12 months		12 months or more		Total	
Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses

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(Dollars In thousands)

December 31, 2013

Municipal bonds	\$ 14,052	\$ (540)	\$ -	\$ -	\$ 14,052	\$ (540)
Mortgage-backed securities	41,094	(1,267)	12,768	(521)	53,862	(1,788)
Asset-backed securities -private label	-	-	2,794	(757)	2,794	(757)
	\$ 55,146	\$ (1,807)	\$ 15,562	\$ (1,278)	\$ 70,708	\$ (3,085)

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	Less than 12 months		12 months or more		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
(Dollars In thousands)						
December 31, 2012						
Mortgage-backed securities	\$ 11,800	\$ (60)	\$ 2,623	\$ (31)	\$ 14,423	\$ (91)
Asset-backed securities -private label	-	-	3,367	(927)	3,367	(927)
Equity securities	-	-	6	(16)	6	(16)
	\$ 11,800	\$ (60)	\$ 5,996	\$ (974)	\$ 17,796	\$ (1,034)

The Company reviews investment securities on an ongoing basis for the presence of other-than-temporary impairment (“OTTI”) with formal reviews performed quarterly.

The Company determines whether the unrealized losses are other-than-temporary in accordance with FASB Accounting Standards Codification (“ASC”) Topic 320 “Investments - Debt and Equity Securities.” The evaluation is based upon factors such as the creditworthiness of the issuers/guarantors, the underlying collateral and the continuing performance of the securities.

Management also evaluates other facts and circumstances that may be indicative of an OTTI condition. This includes, but is not limited to, an evaluation of the type of security, length of time and extent to which fair value has been less than cost, and near-term prospects of the issuer. The Company uses the cash flow expected to be realized from the security, which includes assumptions about interest rates, timing and severity of defaults, estimates of potential recoveries, the cash flow distribution from the provisions in the applicable bond indenture and other factors, then applies a discounting rate equal to the effective yield of the security. If the present value of the expected cash flows is less than the amortized book value it is considered a credit loss. The fair value of the security is determined using the same expected cash flows; the discount rate is a rate the Company determines from open market and other sources as appropriate for the security. The difference between the fair value and the credit loss is recognized in other comprehensive income, net of taxes.

At December 31, 2013, the Company’s investment portfolio included fifty municipal bonds and twenty-seven mortgage-backed securities in the unrealized losses less than twelve months category. The mortgage-backed securities and municipal bonds were not evaluated further for OTTI as the unrealized losses on the individual securities were less than 20% of book value, which management deemed to be immaterial, and the securities were backed by government sponsored entities. The Company expects these securities to be repaid in full, with no losses realized. Management does not intend to sell these securities and it is more likely than not that it will not be required to sell these securities.

At December 31, 2013, the Company had sixteen mortgage-backed securities and three private-label asset-backed securities in the “unrealized losses twelve months or more” category.

The sixteen mortgage-backed securities in this category were not evaluated further for OTTI, as the unrealized losses were less than 20% of book value. The temporary impairments were due to declines in fair value resulting from changes in interest rates and/or increased credit liquidity spreads since the securities were purchased. The Company expects these securities to be repaid in full, with no losses realized. Management does not intend to sell these securities and it is more likely than not that it will not be required to sell these securities.

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The three private label securities in this category were evaluated further for OTTI, as the unrealized loss was greater than 20% of book value for the individual security, the probability of default is high, or the Company's analysis indicated a possible loss of principal. The following table provides additional information relating to these private label asset-backed securities as of December 31, 2013 (dollars in thousands):

Security	Book Value	Fair Value	Unrealized Loss	Lowest Rating	Delinquent % Over 60 days	Delinquent % Over 90 days	Foreclosure/ OREO/ Bankruptcy %	OREO%
1	\$ 1,675	1,240	\$ (435)	C	31.30%	29.70%	13.60%	1.10%
2	1,040	824	(216)	CCC	25.90%	24.50%	9.60%	0.50%
3	836	730	(106)	CCC	18.40%	17.10%	5.70%	1.20%
Total	\$ 3,551	\$ 2,794	\$ (757)					

The three private label asset-backed securities listed above were evaluated for OTTI under the guidance of FASB ASC Topic 320. The Company believes the unrealized losses on these three private-label asset-backed securities occurred due to the current challenging economic environment, high unemployment rates, stressed housing values in many areas of the country, and increased delinquency trends. It is possible that principal losses may be incurred on the tranches we hold in these specific securities. Management's evaluation of the estimated discounted cash flows in comparison to the amortized book value reflected the need to record an additional OTTI charge against earnings of \$180,000 for one of the securities noted above, during the year ended December 31, 2013, as the calculation of the estimated discounted cash flows showed an additional principal loss. Management's evaluation of the estimated discounted cash flows in comparison to the amortized book value for the remaining securities listed above did not reflect the need to record OTTI charges against earnings during the year ended December 31, 2013. The estimated discounted cash flows for these remaining securities did not show an additional principal loss under various prepayment and default scenarios. Management concluded that it does not intend to sell these securities and that it is not likely it will be required to sell these securities.

Management also completed an OTTI analysis for two private label asset-backed securities, which did not have unrealized losses as of December 31, 2013. Management reviewed key credit metrics for these securities, including delinquency rates, cumulative default rates, prepayment speeds, foreclosure rates, loan-to-value ratios and credit support levels. Management's calculation of the estimated discounted cash flows did not show additional principal losses for these securities under various prepayment and default rate scenarios. As a result of the stress tests that were performed, management concluded that additional OTTI charges were not required as of December 31, 2013 on these securities. Management also concluded that it does not intend to sell the securities and that it is not likely it will be required to sell these securities.

The unrealized losses shown in the previous table, were recorded as a component of other comprehensive income, net of tax on the Company's Consolidated Statements of Changes in Stockholders' Equity.

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The following table presents a summary of the credit-related OTTI charges recognized as components of earnings:

	For the Years Ended December 31, 2013	For the Years Ended December 31, 2012
Beginning balance	\$ 1,155	\$ 1,084
Additions:		
Credit loss not previously recognized	180	102
Reductions:		
Losses realized during the period on OTTI previously recognized	(14)	(31)
Receipt of cash flows on previously recorded OTTI	(3)	-
Ending balance	\$ 1,318	\$ 1,155

Further deterioration in credit quality and/or a continuation of the current imbalances in liquidity that exist in the marketplace might adversely affect the fair values of the Company's investment portfolio and may increase the potential that certain unrealized losses will be designated as "other than temporary" and that the Company may incur additional write-downs in future periods.

Scheduled contractual maturities of available for sale securities are as follows:

	Amortized Cost	Fair Value
(Dollars in thousands)		
December 31, 2013:		
After one year through five years	\$ 328	\$ 356
After five years through ten years	22,656	23,983
After ten years	47,072	47,553
Mortgage-backed securities	83,296	82,375
Asset-backed securities	3,767	3,632
Equity securities	22	65
	\$ 157,141	\$ 157,964

The Company sold available for sale securities during the year ended December 31, 2013, for total proceeds of \$3.0 million, resulting in gross realized gains of \$206,000. During the year ended December 31, 2013, the Company received a \$1.4 million settlement related to the sale of available for sale securities in the fourth quarter of 2012. The



Company sold available for sale securities during the year ended December 31, 2012, for total proceeds of \$2.8 million, resulting in gross realized gains of \$64,000.

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## Note 4 - Loans Receivable

Loans receivable, net consists of the following:

	December 31,	
	2013	2012
	(Dollars in thousands)	
Real Estate Loans:		
Residential, one- to four-family	\$ 170,793	\$ 167,794
Home equity	31,675	30,724
Commercial	58,746	57,653
Construction	936	416
	262,150	256,587
Commercial	12,645	13,680
Consumer	1,517	1,791
Total Loans	276,312	272,058
Allowance for loan losses	(1,813)	(1,806)
Net deferred loan costs	2,846	2,681
Loans Receivable, net	\$ 277,345	\$ 272,933

Residential real estate loans serviced for others by the Company totaled \$11.7 million and \$12.3 million at December 31, 2013 and 2012, respectively.

At December 31, 2013, there were approximately \$124.9 million of one- to four-family residential real estate loans pledged as collateral for advances from the FHLB.

Most loans made by the Company are secured by borrowers' personal or business assets. The Company considers a concentration of credit to a particular industry to exist when the aggregate credit exposure to a borrower or group of borrowers in that industry exceeds 25% of the Bank's capital plus reserves or 10% of total loans. At December 31, 2013, no concentrations of credit to a particular industry existed as defined by these parameters.

The ability of the Company's residential and consumer borrowers to honor their repayment commitments is generally dependent on the level of overall economic activity within the geographical area they reside. Commercial borrowers' ability to repay is generally dependent upon the general health of the economy. Substantially all of the Company's loans are in western New York State and, accordingly, the ultimate collectability of a substantial portion of the loans is susceptible to changes in market conditions in this primary market area.

Note 5 - Allowance for Loan Losses

Management segregates the loan portfolio into loan types and analyzes the risk level for each loan type when determining its allowance for loan losses. The loan types are as follows:

Real Estate Loans:

- One- to Four-Family – are loans secured by first lien collateral on residential real estate primarily held in the Western New York region. These loans can be affected by economic conditions and the value of underlying properties. Western New York has not been impacted as severely as other parts of the

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country by fluctuating real estate prices. Furthermore, the Company has conservative underwriting standards and does not have any sub-prime loans in its loan portfolio.

- Home Equity - are loans or lines of credit secured by second lien collateral on owner-occupied residential real estate primarily held in the Western New York area. These loans can also be affected by economic conditions and the values of underlying properties. Home equity loans may have increased risk of loss if the Company does not hold the first mortgage resulting in the Company being in a secondary position in the event of collateral liquidation.
- Commercial Real Estate – are loans used to finance the purchase of real property, which generally consists of developed real estate that is held as first lien collateral for the loan. These loans are secured by real estate properties that are primarily held in the Western New York region. Commercial real estate lending involves additional risks compared with one- to four-family residential lending, because payments on loans secured by commercial real estate properties are often dependent on the successful operation or management of the properties, and/or the collateral value of the commercial real estate securing the loan, and repayment of such loans may be subject to adverse conditions in the real estate market or economic conditions to a greater extent than one- to four-family residential mortgage loans. Also, commercial real estate loans typically involve large loan balances to single borrowers or groups of related borrowers.
- Construction – are loans to finance the construction of either one- to four-family owner occupied homes or commercial real estate. At the end of the construction period, the loan automatically converts to either a conventional or commercial mortgage, as applicable. Risk of loss on a construction loan depends largely upon the accuracy of the initial estimate of the value of the property at completion compared to the actual cost of construction.

#### Other Loans:

- Commercial – includes business installment loans, lines of credit, and other commercial loans. Most of our commercial loans have fixed interest rates, and are for terms generally not in excess of 10 years. Whenever possible, we collateralize these loans with a lien on business assets and equipment and require the personal guarantees from principals of the borrower. Commercial loans generally involve a higher degree of credit risk because the collateral underlying the loans may be in the form of intangible assets and/or inventory subject to market obsolescence. Commercial loans can also involve relatively large loan balances to a single borrower or groups of related borrowers, with the repayment of such loans typically dependent on the successful operation of the commercial businesses and the income stream of the borrower. Such risks can be significantly affected by economic conditions.
- Consumer – consist of loans secured by collateral such as an automobile or a deposit account, unsecured loans and lines of credit. Consumer loans tend to have a higher credit risk due to the loans being either unsecured or secured by rapidly depreciable assets. Furthermore, consumer loan payments are dependent on the borrower's continuing financial stability, and therefore are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy.

The allowance for loan losses is a valuation account that reflects the Company's evaluation of the losses inherent in its loan portfolio. In order to determine the adequacy of the allowance for loan losses, the Company estimates losses by loan type using historical loss factors, as well as other environmental factors, such as trends in loan volume and loan type, loan concentrations, changes in the experience, ability and depth of the Company's lending management, and national and local economic conditions. The Company's determination as to the classification of loans and the amount of loss allowances are subject to review by regulatory agencies, which can require the establishment of additional loss allowances.

The Company also reviews all loans on which the collectability of principal may not be reasonably assured, by reviewing payment status, financial conditions and estimated value of loan collateral. These loans are assigned an internal loan grade, and the Company assigns the amount of loss components to these classified loans based on loan grade.

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The following tables summarizes the activity in the allowance for loan losses for the years ended December 31, 2013, 2012 and 2011 and the distribution of the allowance for loan losses and loan receivable by loan portfolio class and impairment method as of December 31, 2013 and December 31, 2012:

	Real Estate Loans		Other Loans					Total
	One- to Four-Family	Home Equity	Commercial	Construction	Commercial	Consumer	Unallocated	
December 31, 2013								
Allowance for Loan Losses:								
Balance – January 1, 2013	\$ 393	\$ 79	\$ 1,118	\$ -	\$ 202	\$ 14	\$ -	\$ 1,806
Charge-offs	(51)	-	(21)	-	(47)	(32)	-	(151)
Recoveries	35	5	9	-	3	1	-	53
Provision (Credit)	(22)	(4)	(2)	-	60	26	47	105
Balance – December 31, 2013	\$ 355	\$ 80	\$ 1,104	\$ -	\$ 218	\$ 9	\$ 47	\$ 1,813
Ending balance: individually evaluated for impairment	\$ -	-	125	-	-	-	-	\$ 125
Ending balance: collectively evaluated for impairment	\$ 355	\$ 80	\$ 979	\$ -	\$ 218	\$ 9	\$ 47	\$ 1,688
Gross Loans Receivable (1):								
Ending balance	\$ 170,793	\$ 31,675	\$ 58,746	\$ 936	\$ 12,645	\$ 1,517	\$ -	\$ 276,312
Ending balance: individually evaluated for impairment	\$ 177	\$ 4	\$ 2,458	\$ -	\$ 9	\$ -	\$ -	\$ 2,648
Ending balance: collectively evaluated for impairment	\$ 170,616	\$ 31,671	\$ 56,288	\$ 936	\$ 12,636	\$ 1,517	\$ -	\$ 273,664

(1) Gross Loans Receivable does not include allowance for loan losses of \$(1,813) or deferred loan costs of \$2,846.

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	Real Estate Loans			Other Loans				Total
	One- Four-Family	to Home Equity	Commercial	Construction	Commercial	Consumer	Unallocated	
(Dollars in thousands)								
December 31, 2012								
Allowance for Loan Losses:								
Balance – January 1, 2012	\$ 441	\$ 125	\$ 522	\$ -	\$ 265	\$ 13	\$ -	\$ 1,366
Charge-offs	(134)	(14)	-	-	(80)	(11)	-	(239)
Recoveries	1	-	20	-	1	1	-	23
Provision (Credit)	85	(32)	576	-	16	11	-	656
Balance – December 31, 2012	\$ 393	\$ 79	\$ 1,118	\$ -	\$ 202	\$ 14	\$ -	\$ 1,806
Ending balance: individually evaluated for impairment	\$ -	\$ -	\$ 30	\$ -	\$ 20	\$ -	\$ -	\$ 50
Ending balance: collectively evaluated for impairment	\$ 393	\$ 79	\$ 1,088	\$ -	\$ 182	\$ 14	\$ -	\$ 1,756
Gross Loans Receivable (1):								
Ending Balance	\$ 167,794	\$ 30,724	\$ 57,653	\$ 416	\$ 13,680	\$ 1,791	\$ -	\$ 272,058
Ending balance: individually evaluated for impairment	\$ -	\$ -	\$ 255	\$ -	\$ 71	\$ -	\$ -	\$ 326
Ending balance: collectively evaluated for impairment	\$ 167,794	\$ 30,724	\$ 57,398	\$ 416	\$ 13,609	\$ 1,791	\$ -	\$ 271,732

(1) Gross Loans Receivable does not include allowance for loan losses of \$(1,806) or deferred loan costs of \$2,681.

	Real Estate Loans			Other Loans				Total
	One- to Four-Family	Home Equity	Commercial	Construction	Commercial	Consumer	Unallocated	
(Dollars in thousands)								

December 31, 2011

Allowance for Loan

Losses:

Balance – January 1, 2011	\$ 407	\$ 141	\$ 278	\$ 1	\$ 104	\$ 21	\$ 1	\$ 953
Charge-offs	-	(29)	(15)	-	(1)	(17)	-	(62)
Recoveries	4	-	52	-	-	4	-	60
Provision (Credit)	30	13	207	(1)	162	5	(1)	415
Balance – December 31, 2011	\$ 441	\$ 125	\$ 522	\$ -	\$ 265	\$ 13	\$ -	\$ 1,366

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Although the allocations noted above are by loan type, the allowance for loan losses is general in nature and is available to offset losses from any loan in the Company's portfolio. The unallocated component of the allowance for loan losses reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for existing specific and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that the Company will not be able to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Factors considered in determining impairment include payment status, collateral value and the probability of collecting scheduled payments when due. Impairment is measured on a loan-by-loan basis for commercial real estate loans and commercial loans. Larger groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer, home equity, or one- to four-family loans for impairment disclosure, unless they are subject to a troubled debt restructuring.

The following is a summary of information pertaining to impaired loans for the periods indicated:

	Unpaid Recorded Principal Investment Balance (Dollars in thousands)			Average Interest Recorded Income Investment Recognized	
	At December 31, 2013			For the Year Ended December 31, 2013	
With no related allowance recorded:					
Residential, one- to four-family	\$ 177	\$ 177	\$ -	\$ 189	\$ 11
Home equity	4	4	-	5	-
Commercial real estate	1,911	1,911	-	1,969	80
Commercial loans	9	9	-	69	4
With an allowance recorded:					
Commercial real estate	547	547	125	656	55
Commercial loans	-	-	-	44	-
Total	\$ 2,648	\$ 2,648	\$ 125	\$ 2,932	\$ 150

	At December 31, 2012			For the Year Ended December 31, 2012	
	With no related allowance recorded:				
Commercial real estate	\$ 125	\$ 125	\$ -	\$ 155	\$ 3
Commercial loans	-	-	-	50	4
With an allowance recorded:					

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Commercial real estate	130	130	30	131	7
Commercial loans	71	71	20	73	3
Total	\$ 326	\$ 326	\$ 50	\$ 409	\$ 17

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The following table provides an analysis of past due loans and non-accruing loans as of the dates indicated:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current Due	Total Loans Receivable	Loans on Non-Accrual
December 31, 2013:							
Real Estate Loans:							
Residential, one- to four-family	\$ 1,629	\$ 825	\$ 880	\$ 3,334	\$ 167,459	\$ 170,793	\$ 2,145
Home equity	326	32	156	514	31,161	31,675	325
Commercial	43	-	1,911	1,954	56,792	58,746	1,911
Construction	-	-	-	-	936	936	-
Other Loans:							
Commercial	50	-	41	91	12,554	12,645	137
Consumer	18	1	4	23	1,494	1,517	7
Total	\$ 2,066	\$ 858	\$ 2,992	\$ 5,916	\$ 270,396	\$ 276,312	\$ 4,525
December 31, 2012:							
Real Estate Loans:							
Residential, one- to four-family	\$ 1,279	\$ 379	\$ 1,300	\$ 2,958	\$ 164,836	\$ 167,794	\$ 1,628
Home equity	111	28	215	354	30,370	30,724	299
Commercial	30	-	255	285	57,368	57,653	255
Construction	-	-	-	-	416	416	-
Other Loans:							
Commercial	-	20	71	91	13,589	13,680	201
Consumer	19	5	26	50	1,741	1,791	9
Total	\$ 1,439	\$ 432	\$ 1,867	\$ 3,738	\$ 268,320	\$ 272,058	\$ 2,392

The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due. A loan does not have to be 90 days delinquent in order to be classified as non-accrual. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received. If ultimate collection of principal is in doubt, all cash receipts on impaired loans are applied to reduce the principal balance. Interest income not recognized on non-accrual loans during the years ended December 31, 2013, 2012 and 2011 was \$162,000, \$143,000, and \$129,000 respectively.

The Company's policies provide for the classification of loans as follows:

- Pass/Performing;
- Special Mention – does not currently expose the Company to a sufficient degree of risk but does possess credit deficiencies or potential weaknesses deserving the Company's close attention;

- Substandard – has one or more well-defined weaknesses and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. A substandard asset would be one inadequately protected by the current net worth and paying capacity of the obligor or pledged collateral, if applicable;
- Doubtful – has all the weaknesses inherent in substandard loans with the additional characteristic that the weaknesses present make collection or liquidation in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss; and
- Loss – loan is considered uncollectible and continuance without the establishment of a specific valuation reserve is not warranted.

The Company's Asset Classification Committee is responsible for monitoring risk ratings and making changes as deemed appropriate. Each commercial loan is individually assigned a loan classification. The Company's

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consumer loans, including residential one- to four-family loans and home equity loans, are not classified as described above. Instead, the Company uses the delinquency status as the basis for classifying these loans. Unless the loan is well secured and in the process of collection, all consumer loans that are more than 90 days past due are classified.

The following table summarizes the internal loan grades applied to the Company's loan portfolio as of December 31, 2013 and December 31, 2012:

	Pass/Performance	Special Mention	Substandard	Doubtful	Loss	Total
(Dollars in thousands)						
December 31, 2013						
Real Estate Loans:						
Residential, one- to four-family	\$ 168,018	\$ -	\$ 2,775	\$ -	\$ -	\$ 170,793
Home equity	31,253	-	387	35	-	31,675
Commercial	53,136	2,743	2,320	547	-	58,746
Construction	936	-	-	-	-	936
Other Loans:						
Commercial	12,080	347	218	-	-	12,645
Consumer	1,512	-	1	-	4	1,517
Total	\$ 266,935	\$ 3,090	\$ 5,701	\$ 582	\$ 4	\$ 276,312

December 31, 2012

Real Estate Loans:						
Residential, one- to four-family	\$ 165,023	\$ -	\$ 2,771	\$ -	\$ -	\$ 167,794
Home equity	30,370	-	331	23	-	30,724
Commercial	51,620	3,422	2,481	130	-	57,653
Construction	416	-	-	-	-	416
Other Loans:						
Commercial	12,988	441	176	75	-	13,680
Consumer	1,775	-	14	2	-	1,791
Total	\$ 262,192	\$ 3,863	\$ 5,773	\$ 230	\$ -	\$ 272,058

Troubled debt restructurings ("TDRs") occur when we grant borrowers concessions that we would not otherwise grant but for economic or legal reasons pertaining to the borrower's financial difficulties. A concession is made when the terms of the loan modification are more favorable than the terms the borrower would have received in the current market under similar financial difficulties. These concessions may include, but are not limited to, modifications of the terms of the debt, the transfer of assets or the issuance of an equity interest by the borrower to satisfy all or part of the debt, or the addition of borrower(s). The Company identifies loans for potential TDRs primarily through direct communication with the borrower and evaluation of the borrower's financial statements, revenue projections, tax

returns, and credit reports. Even if the borrower is not presently in default, management will consider the likelihood that cash flow shortages, adverse economic conditions, and negative trends may result in a payment default in the near future. Generally, we will not return a TDR to accrual status until the borrower has demonstrated the ability to make principal and interest payments under the restructured terms for at least six consecutive months. The Company's TDRs are impaired loans, which may result in specific allocations and subsequent charge-offs if appropriate.

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The following table summarizes the loans that were classified as TDRs as of the dates indicated:

	Number of Recorded Loans		Non-Accruing Loans		Accruing Loans		TDRs That Have Defaulted on Modified Terms Year to Date	
	Number	Investment	Number	Investment	Number	Investment	Number	Investment
	(Dollars in thousands)							
At December 31, 2013								
Real Estate Loans:								
Residential, one- to four-family	4	\$ 192	1	\$ 48	3	\$ 144	1	\$ 48
Home equity	1	4	-	-	1	4	-	-
Total	5	\$ 196	1	\$ 48	4	\$ 148	1	\$ 48
At December 31, 2012								
Real Estate Loans:								
Home equity	1	\$ 31	1	\$ 31	-	\$ -	1	\$ 31

The following table details the activity in loans which were first deemed to be TDRs during the year ended December 31, 2013. No loans were first deemed TDRs during the year ended December 31, 2012.

	Pre-Modification		Post-Modification	
	Number of Recorded Loans	Investment	Number of Recorded Loans	Investment
	(Dollars in thousands)			
For the years ended December 31, 2013				
Real Estate Loans:				
Residential, one- to four-family	4	\$ 208		\$ 192
Home equity	1	5		4
Total	5	\$ 213		\$ 196

Some loan modifications classified as TDRs may not ultimately result in full collection of principal and interest, as modified, which may result in potential losses. These potential losses have been factored into our overall estimate of the allowance for loan losses. The impact on the allowance was immaterial.

Note 6 - Premises and Equipment

Premises and equipment consist of the following:

	December 31,	
	2013	2012
	(Dollars in thousands)	
Land	\$ 1,206	\$ 1,206
Buildings and improvements	11,125	10,857
Furniture and equipment	4,768	4,416
	17,099	16,479
Accumulated depreciation	(7,457)	(6,794)
	\$ 9,642	\$ 9,685

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Depreciation and amortization of premises and equipment amounted to \$699,000, \$663,000, and \$655,000 for the years ended December 31, 2013, 2012 and 2011, respectively, and is included in occupancy and equipment expense in the accompanying consolidated statements of income. During the years ended December 31, 2013 and 2012, the Company retired assets, with total accumulated depreciation of \$36,000 and \$238,000, respectively.

#### Note 7 – Other Assets

As of December 31, 2013, included within other assets was a deferred tax asset of \$914,000. Refer to Note 11 for more information.

As of December 31, 2012, included within other assets is a prepaid expense of \$441,000, which represents the prepayment of FDIC quarterly risk based deposit insurance assessments. In November 2009, the FDIC announced it was requiring insured financial institutions to prepay their quarterly risk-based assessments for the fourth quarter of 2009, and for all of 2010, 2011, and 2012, on December 30, 2009, unless an exemption was obtained from the FDIC. Under this new rule, the Company accounted for the prepayment by recording the entire amount of the prepaid assessment as a prepaid expense (an asset) as of December 30, 2009, the date the payment was made. Subsequently, the Company had recorded an expense (charge to earnings) for the regular quarterly assessment and an offsetting credit to the prepaid assessment. The FDIC refunded the unused prepaid assessments to the Company in the second quarter of 2013.

As of December 31, 2012, other assets included a \$1.4 million receivable from a broker for the sale of one available for sale security. The proceeds for the sale were received in January 2013.

#### Note 8 - Deposits

Deposits consist of the following:

	December 31, 2013		2012	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate
	(Dollars in thousands)			
Demand deposits:				
Noninterest bearing	\$ 34,320	- %	\$ 32,478	- %

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Interest bearing	44,517	0.12	42,350	0.11
Money market accounts	77,990	0.35	68,228	0.38
Savings accounts	38,833	0.10	36,990	0.10
Time deposits	192,575	1.41	198,497	1.49
	\$ 388,235	0.79 %	\$ 378,543	0.87 %

Scheduled maturities of time deposits at December 31, 2013 were as follows (dollars in thousands):

2014	\$ 74,170
2015	63,172
2016	28,965
2017	18,189
2018	8,056
Thereafter	23
	\$ 192,575

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Time deposit accounts with balances of \$100,000 or more amounted to \$69.1 million and \$69.2 million at December 31, 2013 and 2012, respectively. In July 2010, the FDIC permanently increased the limits for FDIC insurance from \$100,000 to \$250,000 per depositor. Time deposit amounts with balances in excess of \$250,000 amounted to \$14.0 million and \$15.5 million at December 31, 2013 and 2012, respectively.

Interest expense on deposits was as follows:

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in thousands)		
Interest bearing checking accounts	\$ 48	\$ 50	\$ 65
Money market accounts	269	306	277
Savings accounts	40	46	68
Time deposits	2,833	3,577	4,174
	\$ 3,190	\$ 3,979	\$ 4,584

At December 31, 2013 and 2012, deposits of directors, executive officers and their affiliates totaled \$3.3 million and \$3.2 million, respectively.

#### Note 9 - Borrowings

At December 31, 2013 and 2012, the Company had short-term borrowings from the Federal Home Loan Bank of New York ("FHLBNY") of \$11.7 million and \$11.2 million, respectively. The short-term borrowings at December 31, 2013 had fixed rates of interest ranging from 0.37% to 0.40% and mature within one year. The weighted average interest rate was 0.39% and 0.38% as of December 31, 2013 and 2012, respectively.

At December 31, 2013, the Company had written agreements with the FHLBNY which allowed us to borrow up to \$124.9 million and was collateralized by a pledge of certain, fixed-rate residential, one- to four-family loans. At December 31, 2013, we had outstanding advances under this agreement of \$19.5 million. At December 31, 2012, the Company's written agreements with the FHLBNY allowed us to borrow up to \$123.1 million, which was collateralized by a pledge of certain, fixed-rate residential, one- to four-family loans. At December 31, 2012, we had outstanding advances under this agreement of \$25.6 million. We have a written agreement with the Federal Reserve Bank discount window for overnight borrowings which is collateralized by a pledge of our securities, and allows us to borrow up to the value of the securities pledged, which was equal to a book value of \$10.6 million and \$10.0 million and a fair value of \$11.1 million as of December 31, 2013 and 2012, respectively. There were no balances outstanding with the Federal Reserve Bank as of December 31, 2013 and 2012.

The Company has also established lines of credit with other correspondent banks, currently totaling \$22.0 million, of which \$20.0 million is unsecured and the remaining \$2.0 million is secured by a pledge of the Company's securities when a draw is made. The lines of credit provide for overnight borrowings through the purchase of Fed Funds, at an

interest rate equal to the Fed Funds rate plus a spread. At December 31, 2013, there were no balances outstanding on these lines of credit.

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Long-term debt from the FHLBNY and related contractual maturities consisted of the following:

Maturity	Weighted Average Interest Rate At December 31,		Amount Outstanding At December 31,	
	2013	2012	2013	2012
	(Dollars in thousands)		(Dollars in thousands)	
2013	-	2.45%	\$ -	\$ 8,300
2014	2.51%	2.51%	4,100	4,100
2015	1.79%	3.12%	3,250	1,500
2016	3.76%	3.76%	500	500
	2.29%	2.58%	\$ 7,850	\$ 14,400

#### Note 10 - Lease Obligations

The Company is committed under several long-term operating leases which provide for minimum lease payments. Certain leases contain options for renewal. Total rental expense under these operating leases amounted to \$139,000 for the years ended December 31, 2013 and 2012 and \$138,000 for the year ended December 31, 2011.

The Company is also committed under two long-term capital lease agreements. One capital lease agreement had an outstanding balance of \$163,000 and \$198,000 at December 31, 2013 and 2012, respectively (included in other liabilities). This lease has a remaining term of four years at December 31, 2013. The outstanding balance of the remaining lease (included in other liabilities) at December 31, 2013 and 2012 was \$969,000 and \$1.0 million, respectively. The remaining term of this lease is 15 years. Assets related to the two capital leases are included in premises and equipment and consist of the cost of \$1.5 million less accumulated depreciation of approximately \$605,000 and \$541,000 at December 31, 2013 and 2012, respectively.

Minimum future lease payments for the operating and capital leases at December 31, 2013 were as follows:

	Operating Leases	Capital Leases
	(Dollars in thousands)	
2014	\$ 137	\$ 165
2015	101	165
2016	33	165
2017	32	165
2018	33	117
Thereafter	33	1,240

Total Minimum Lease Payments	\$ 369	\$ 2,017
Less: Amounts representing interest		(885)
Present value of minimum lease payments	\$ 1,132	

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## Note 11- Income Taxes

The provision for income tax expense consists of the following:

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in thousands)		
Current:			
Federal	\$ 853	\$ 1,016	\$ 1,194
State	161	208	239
Total Current	1,014	1,224	1,433
Deferred:			
Federal	(38)	(196)	(42)
State	(8)	(44)	2
Total Deferred	(46)	(240)	(40)
Total Income Tax Expense	\$ 968	\$ 984	\$ 1,393

A reconciliation of the statutory federal income tax at a rate of 34% to the income tax expense included in the statements of income is as follows:

	Years Ended December 31,		
	2013	2012	2011
Federal income tax at statutory rate	34.0 %	34.0 %	34.0 %
State tax, net of federal benefit	2.2	2.3	3.1
Tax-exempt interest income	(14.5)	(14.1)	(12.7)
Deferred tax valuation allowance increase	-	-	3.1
Life insurance income	(2.0)	(1.8)	(1.7)
Other	0.8	0.9	1.7
Total Income Tax Expense	20.5 %	21.3 %	27.5 %

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities are as follows:

	December 31,	
	2013	2012
	(Dollars in thousands)	
Deferred tax assets:		
Deferred compensation	\$ 1,484	\$ 1,480
Allowance for loan losses	701	699
Impairment charge on securities available for sale	510	447
Impairment of equity investments in unconsolidated entity	193	193
Stock options granted	108	114
Other	115	34
Total Deferred Tax Assets	3,111	2,967
Deferred tax liabilities:		
Deferred loan origination costs	(1,101)	(1,038)
Depreciation	(585)	(550)
Unrealized gains on securities available for sale	(318)	(3,446)
Total Deferred Tax Liabilities	(2,004)	(5,034)
Deferred tax valuation allowance	(193)	(193)
Net Deferred Tax Asset (Liability)	\$ 914	\$ (2,260)

In assessing the ability of the Company to realize the benefit of the deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets 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, availability of operating loss carry-backs, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income, the opportunity for net operating loss carry-backs, and projections for future taxable income over the periods which deferred tax assets are deductible, management believes it is more likely than not the Company will generate sufficient taxable income to realize the benefits of these deductible differences at December 31, 2013, except for a valuation allowance of \$193,000 on the deferred tax asset for the 2011 other than temporary impairment charge of \$193,000. Management believes that the Company will not generate sufficient income of the appropriate character (i.e. capital gains) to utilize any of the deferred tax asset created by the 2011 other than temporary impairment charge.

Under prior federal law, tax bad debt reserves created prior to January 1, 1998 were subject to recapture into taxable income should the Company fail to meet certain qualifying asset and definition tests. The 1996 federal legislation eliminated these thrift related recapture rules. However, under current law, pre-1988 reserves remain subject to recapture should the Company make certain non-dividend distributions or cease to maintain a thrift or bank charter.



Management has no intention of taking any such actions. At December 31, 2013 and 2012, the Company's total pre-1988 tax bad debt reserve was \$2.2 million. This reserve reflects the cumulative effect of federal tax deductions by the Company for which no federal income tax provision has been made.

ASC 740 "Income Taxes" prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods,

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disclosure and transition. The Company recognized no adjustment for unrecognized income tax benefits for the years ended December 31, 2013 and 2012. The Company's policy is to recognize interest and penalties on unrecognized tax benefits in income taxes expense in the Consolidated Statements of Income.

The Company's Federal and New York State tax returns, constituting the returns of the major taxing jurisdictions, are subject to examination by the taxing authorities for all open years as prescribed by applicable statute. No waivers have been executed that would extend the period subject to examination beyond the period prescribed by statute. As of December 31, 2013, there has been no material change in any uncertain tax position. The federal tax returns for the year ended December 31, 2012 and 2011 remains subject to examination by the IRS. The tax returns for the years ended December 31, 2009, 2010, 2011 and 2012 for New York State remain subject to examination.

#### Note 12 - Employee and Director Benefit Plans

The Company maintains a 401(k) savings plan covering employees who have completed three months of service and attained age 21. Participants may make contributions to the 401(k) Plan in the form of salary deferrals of up to 75% of their total compensation subject to certain IRS limitations. The plan consists of three components: 401(k), Profit Sharing and Safe Harbor. For the 401(k) component, the Company makes a matching contribution equal to 40% of the participant salary deferral, up to 6% of such employee's compensation after one year of service. For the profit sharing component, the Company makes a discretionary contribution, up to 5.1% of an eligible employee's salary, depending on years of service. Lastly, the Company contributes 3.4% of an eligible employee's salary based on years of service, which is a discretionary contribution to the Safe Harbor component of the plan. The Company's expense for all three components of the 401(k) plan for the years ended December 31, 2013, 2012 and 2011 was \$385,000, \$352,000, and \$383,000, respectively.

Effective October 1, 1999, the Company initiated a non-qualified Executive Supplemental Benefit Plan and a non-qualified Directors Supplemental Benefit Plan. Both plans are unfunded and provide a predefined annual benefit to be paid to executives and directors for fifteen years upon their retirement. Although the plans are unfunded, the Company has purchased bank owned life insurance for the purpose of funding the liability. The cash surrender value of bank owned life insurance amounted to \$7.0 million and \$6.9 million at December 31, 2013 and 2012, respectively. Annual benefits increase at a predetermined amount until the executive or director reaches a predetermined retirement age. Predefined benefits are 100% vested at all times and in the event of death, are guaranteed to continue at the full amount to their designated beneficiaries. The Company had a liability under such plans of \$1.6 million, and \$1.7 million at December 31, 2013 and 2012. This liability was recorded in other liabilities on the consolidated statement of financial condition and was calculated using an assumed discount rate of 6.17% in 2013 and 2012.

Effective October 1, 2001, the Company initiated an additional non-qualified Executive Supplemental Benefit Plan and a non-qualified Director's Supplemental Benefit Plan. On January 1, 2007, the Company amended and restated the 2001 plans and added one director to the plan. During the fourth quarter of 2012, an additional three directors were added to the Director's Supplemental Benefit Plan. The Executive and Director plans are both unfunded and provide a

predefined annual benefit to be paid to executives and directors for fifteen years upon their retirement. Annual benefits increase at a predetermined amount until the executive or director reaches a predetermined retirement age. Vesting requirements are based on length of service and upon reaching the vesting requirements, the predefined benefits are guaranteed to continue at the full amounts to the designated beneficiaries in the event of death. The Company had a liability under such plans of \$2.0 million at December 31, 2013 and 2012. This liability was recorded in other liabilities on the consolidated statements of financial condition and was calculated using an assumed discount rate of 6.17% in 2013 and 2012.

Effective June 30, 2012, the Company implemented a Supplemental Executive Benefit Plan (the “2012 Plan”) with one executive. The 2012 Plan provides that when the Executive attains age 67, the Executive will be entitled to an annual benefit under the 2012 Plan equal to \$137,501, which will be paid in monthly installments for 15 years. The 2012 Plan provides for a reduced benefit in the event the Executive terminates his

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employment for a reason other than death, disability, cause or a change in control, before the Executive attains the age 67, which will be paid in monthly installments for 15 years. In the event of death, the vested benefit is payable to the beneficiary as a lump sum payment. The Company had a liability under this plan of \$90,000 and \$29,000 as of December 31, 2013 and 2012, respectively. This liability was recorded in the other liabilities section on the consolidated statements of financial condition and was calculated using an assumed discount rate of 6.17% in 2013 and 2012.

Under the 2001 and 2012 Plan Agreements, the Company can set aside assets to fund the liability which will be subject to claims of the Company's creditors upon liquidation of the Company. During the fourth quarter of 2006 the Company purchased bank owned life insurance for purposes of funding this liability. An additional \$2.5 million of bank owned life insurance was purchased during the fourth quarter of 2012 to fund the liability for participants added to the plan in 2012, as well as to fund the 2012 Executive Supplemental Benefit Plan. The cash surrender value of the bank owned life insurance for these plans amounted to \$7.4 million and \$7.2 million at December 31, 2013 and 2012, respectively.

The Company's expense for the non-qualified Executive Supplemental Benefit Plans and non-qualified Directors Supplemental Benefit Plans for the years ended December 31, 2013, 2012 and 2011 was \$336,000, \$347,000, and \$279,000, respectively.

#### Note 13 – Stock-based Compensation

As of December 31, 2013, the Company had three stock-based compensation plans currently allocated, which are described below. The compensation cost that has been recorded under salary and benefits expense in the non-interest expense section of the consolidated statements of income for these plans was \$132,000, \$121,000, and \$304,000 for the years ended December 31, 2013, 2012 and 2011, respectively.

##### Stock Option Plan

The Company's 2006 Stock Option Plan (the "Stock Option Plan"), which was approved by the Company's shareholders, permits the grant of options to its employees and non-employee directors for up to 297,562 shares of common stock.

Both incentive stock options and non-qualified stock options may be granted under the Stock Option Plan. The exercise price of each stock option equals the market price of the Company's common stock on the date of grant and an option's maximum term is ten years. The stock options generally vest over a five year period.

A summary of the status of the Stock Option Plan as of December 31, 2013, 2012 and 2011 is presented below:

December 31, 2013		December 31, 2012		December 31, 2011	
Options	Exercise Remaining Price Contractual	Options	Exercise Remaining Price Contractual	Options	Exercise Remaining Price Contractual

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	Life			Life			Life		
Outstanding at beginning of year	236,809	\$ 11.05		236,809	\$ 11.05		249,455	\$ 11.07	
Granted	-	-		-	-		-	-	
Exercised	(6,703)	10.97		-	-		-	-	
Forfeited	-	-		-	-		(12,646)	11.50	
Outstanding at end of year	230,106	\$ 11.05	3 years	236,809	\$ 11.05	4 years	236,809	\$ 11.05	5 years
Options exercisable at end of year	220,846	\$ 11.18	3 years	221,845	\$ 11.26	4 years	216,140	\$ 11.34	5 years
Fair value of options granted		-			-			-	

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At December 31, 2013, stock options outstanding had an intrinsic value of \$265,000 and 60,753 options remained available for grant under the Stock Option Plan. Compensation expense amounted to \$9,000 for the years ended December 31, 2013 and 2012 and \$107,000 for the year ended December 31, 2011. At December 31, 2013, \$5,000 of unrecognized compensation cost related to stock options is expected to be recognized over a period of 12 to 42 months.

#### Recognition and Retention Plan

The Company's 2006 Recognition and Retention Plan ("RRP"), which was approved by the Company's shareholders, permits the grant of restricted stock awards ("Awards") to employees and non-employee directors for up to 119,025 shares of common stock.

Awards vest at a rate of 20% per year. As of December 31, 2013, there were 77,771 shares vested or distributed to eligible participants under the RRP. Compensation expense amounted to \$32,000 for the years ended December 31, 2013 and 2012, and \$116,000 for the year ended December 31, 2011. At December 31, 2013, \$23,000 of unrecognized compensation cost related to the RRP is expected to be recognized over a period of 42 months.

A summary of the status of unvested shares under the RRP for the years ended December 31, 2013, 2012 and 2011 is as follows:

	2013	Weighted Average Grant Price	2012	Weighted Average Grant Price	2011	Weighted Average Grant Price
Unvested shares outstanding at beginning of year	10,630	\$ 7.98	14,304	\$ 7.92	31,546	\$ 9.43
Granted	-	-	300	10.17	-	-
Vested	(4,035)	7.97	(3,974)	7.93	(11,292)	10.24
Forfeited	-	-	-	-	(5,950)	11.50
Unvested shares outstanding at end of year	6,595	\$ 7.99	10,630	\$ 7.98	14,304	\$ 7.92

#### 2012 Equity Incentive Compensation

The Company's 2012 Equity Incentive Compensation (the "Equity Incentive Plan"), which was approved by the Company's shareholders on May 23, 2012, permits the grant of restricted stock awards, incentive stock options or non-qualified stock options to employees and non-employee directors for up to 200,000 shares of common stock. Grants to employees will be based upon completion of performance goals. As required by federal regulations, awards may not be made under the Equity Incentive Plan until the Federal Reserve Board gives its approval. A request for Federal Reserve Board approval was made in February 2012; however, the Federal Reserve Board has not yet approved or rejected the request. Consequently, awards may not be made under the Equity Incentive Plan until the Federal Reserve Board makes a final determination.

Employee Stock Ownership Plan (“ESOP”)

The Company established the ESOP for the benefit of eligible employees of the Company and Bank. All Company and Bank employees meeting certain age and service requirements are eligible to participate in the ESOP. Participants’ benefits become fully vested after five years of service once the employee is eligible to participate in the ESOP. The Company utilized \$2.6 million of the proceeds of its 2006 stock offering to extend a loan to the ESOP and the ESOP used such proceeds to purchase 238,050 shares of stock on the open market at an average price of \$10.70 per share, plus commission expenses. As a result of the purchase of shares by the ESOP, total stockholders’ equity of the Company was reduced by \$2.6 million. As of December 31, 2013, the balance of the loan to the ESOP was \$1.9 million and the fair value of unallocated shares was \$2.1 million. As of December 31, 2013, there were 53,990 allocated shares and 174,568 unallocated shares

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compared to 47,298 allocated shares and 182,505 unallocated shares at December 31, 2012 and 46,370 allocated shares and 190,440 unallocated shares at December 31, 2011. The ESOP compensation expense was \$91,000 for the year ended December 31, 2013, \$80,000 for the year ended December 31, 2012, and \$81,000 for the year ended December 31, 2011 based on 7,935 shares earned in each of those years.

#### Note 14 - Fair Value of Financial Instruments

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a sale transaction on the dates indicated. The estimated fair value amounts have been measured as of December 31, 2013 and 2012 and have not been re-evaluated or updated for purposes of these consolidated financial statements subsequent to those respective dates. The estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported here.

The measurement of fair value under FASB ASC Topic 820, "Fair Value Measurements and Disclosures" ("ASC Topic 820") establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities measurements (Level 1) and the lowest priority to unobservable input measurements (Level 3). The three levels of the fair value hierarchy under ASC Topic 820 are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly.

Level 3: Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

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

For assets measured at fair value on a recurring and nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2013 and 2012 were as follows:



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## Fair Value Measurements at December 31, 2013

	Quoted Prices in Active Markets for December 31, 2013	Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
--	--	----------------------------------	---	---

(Dollars in thousands)

## Measured at fair value on a recurring basis:

## Securities available for sale:

U.S. Treasury bonds	\$ 13,848	\$ 13,848	\$ -	\$ -
Municipal bonds	58,044	-	58,044	-
Mortgage-backed securities:				
Collateralized mortgage obligations-private label	81	-	81	-
Collateralized mortgage obligations-government sponsored entities	62,625	-	62,625	-
Government National Mortgage Association	2,219	-	2,219	-
Federal National Mortgage Association	11,634	-	11,634	-
Federal Home Loan Mortgage Corporation	5,816	-	5,816	-
Asset-backed securities:				
Private label	3,498	-	-	3,498
Government sponsored entities	134	-	134	-
Equity securities	65	-	65	-
Total	\$ 157,964	\$ 13,848	\$ 140,618	\$ 3,498

## Measured at fair value on a non-recurring basis:

Impaired loans	\$ 699	\$ -	\$ -	\$ 699
Foreclosed real estate	555	-	-	555

Any transfers between levels would be recognized as of the actual date of event or change in circumstances that caused the transfer. There were no reclassifications between the Level 1 and Level 2 categories for the year ended December 31, 2013.

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## Fair Value Measurements at December 31, 2012

	Quoted Prices in Active Markets for December 31, 2012	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
	Identical Assets (Level 1)		
	(Level 1)	(Level 2)	(Level 3)
	(Dollars in thousands)		

## Measured at fair value on a recurring basis:

## Securities available for sale:

U.S. Treasury bonds	\$ 15,195	\$ 15,195	\$ -	\$ -
Municipal bonds	56,264	-	56,264	-
Mortgage-backed securities:				
Collateralized mortgage obligations-private label	94	-	94	-
Collateralized mortgage obligations-government sponsored entities	58,167	-	58,167	-
Government National Mortgage Association	2,896	-	2,896	-
Federal National Mortgage Association	16,272	-	16,272	-
Federal Home Loan Mortgage Corporation	6,194	-	6,194	-
Asset-backed securities:				
Private label	4,117	-	244	3,873
Government sponsored entities	163	-	163	-
Equity securities	6	-	6	-
Total	\$ 159,368	\$ 15,195	\$ 140,300	\$ 3,873

## Measured at fair value on a non-recurring basis:

Impaired loans	\$ 125	\$ -	\$ -	\$ 125
Foreclosed real estate	378	-	-	378

Level 2 inputs for assets or liabilities measured at fair value on a recurring basis might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

The following table presents a reconciliation of the securities available for sale measured at fair value on a recurring basis using significant unobservable inputs (Level 3), specifically, asset-backed securities - private label, for the years ended December 31, 2013 and 2012:



	2013	2012
	(Dollars in thousands)	
Beginning Balance	\$ 3,873	\$ 3,936
Total gains - realized/unrealized:		
Included in earnings	-	-
Included in other comprehensive income	256	420
Total losses - realized/unrealized:		
Included in earnings	(180)	(102)
Included in other comprehensive income	-	-
Purchases, issuances and settlements	-	-
Sales	-	-
Principal paydowns	(451)	(381)
Transfers to (out of) Level 3	-	-
Ending Balance	\$ 3,498	\$ 3,873

Both observable and unobservable inputs may be used to determine the fair value of assets and liabilities measured on a recurring basis that the Company has classified within the Level 3 category. As a result, any unrealized gains and losses for assets within the Level 3 category may include changes in fair value attributable to both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.

The following table presents additional quantitative information about the Level 3 inputs for the asset backed securities - private label category. The fair values for this category were developed using the discounted cash flow technique with the following unobservable input ranges as of December 31, 2013 (dollars in thousands):

Security Category	Fair Value Estimate	Loan Type/Collateral	Credit Ratings	Unobservable Inputs		
				Constant Prepayment Speed (CPR)	Probability of Default (Annual Default Rate)	Loss Severity
Asset-backed securities - private label	\$ 3,498	Prime First and Second Lien - Residential Real Estate	B- thru D	4 - 8	5.0% - 8.0%	70.0% - 100.0%

Level 3 inputs are determined by internal management with inputs from its third party financial advisor on a quarterly basis. The significant unobservable inputs used in the fair value measurement of the reporting entity's asset-backed, private label securities are prepayment rates, probability of default and loss severity in the event of default. Significant increases or decreases in any of those inputs in isolation would result in a significantly lower or higher fair value

measurement. Generally, a change in the assumption used for the probability of default is accompanied by a directionally similar change in the assumption used for the loss severity and a directionally opposite change in the assumption used for prepayment rates.

In addition to disclosure of the fair value of assets on a recurring basis, ASC Topic 820 requires disclosures for assets and liabilities measured at fair value on a non-recurring basis, such as impaired assets and foreclosed real estate. Loans are generally not recorded at fair value on a recurring basis. Periodically, the Company records non-recurring adjustments to the carrying value of loans based on fair value measurements for partial charge-offs of the uncollectible portions of these loans. Non-recurring adjustments also include certain impairment amounts for collateral-dependent loans calculated as required by ASC Topic 310, "Receivables –

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Loan Impairment,” when establishing the allowance for loan losses. An impaired loan is carried at fair value based on either recent appraisals less estimated selling costs of related collateral or discounted cash flows based on current market conditions. As of December 31, 2013, one impaired loan with a specific allowance had a carrying amount of \$547,000 with a valuation allowance of \$125,000. The allocated allowance is based on a fair value measurement of underlying collateral of \$646,000 less estimated liquidation expenses equal to 10% of the collateral value, past due and estimated delinquent real estate taxes, and an additional discount for dated financial information resulting in a \$125,000 provision for loan losses during the year ended December 31, 2013. As of December 31, 2013, one impaired loan with no specific allowance had a carrying amount of \$48,000 and a fair value of \$53,000. As of December 31, 2012, impaired loans with a specific allowance had a carrying amount of \$201,000 with a valuation allowance of \$50,000. The allocated allowance is based on a fair value of \$125,000 less estimated liquidation expenses of 10% of the collateral value and the anticipated receipt of Small Business Administration (“SBA”) guaranteed funds on one of the loans. The use of independent appraisals, discounted cash flow models and management’s best judgment are significant inputs in arriving at the fair value of the underlying collateral of impaired loans and are therefore classified within Level 3 of the fair value hierarchy.

Foreclosed real estate consists of property acquired in settlement of loans which is carried at its fair value based on recent appraisals less estimated selling costs. The fair value of foreclosed assets is reported on a non-recurring basis when the value of acquired property is written down during the period. Fair value is based upon independent market prices or appraised value of the property. These assets are included in Level 3 fair value based upon the lowest level of input that is significant to the fair value measurement. The use of independent appraisals and management’s best judgment are significant inputs in arriving at the fair value of the underlying collateral on foreclosed real estate and is therefore classified within Level 3 of the fair value hierarchy. As of December 31, 2013, foreclosed real estate reported at fair value had a carrying amount of \$644,000 and was written down to \$486,000 based on a fair value of \$555,000 less estimated selling costs of 7% to 15% of the collateral value, resulting in \$158,000 in write downs during the year ended December 31, 2013. As of December 31, 2012 foreclosed real estate reported at fair value had a carrying amount of \$457,000 and was written down to \$351,000 based on a fair value of \$378,000 less estimated liquidation expenses of 7% to 15% of the collateral value.

The carrying amount and estimated fair value of the Company’s financial instruments, whether carried at cost or fair value, are as follows:

Fair Value Measurements at December 31, 2013

Carrying Amount	Estimated Fair Value	Quoted	Significant	Significant
		Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Other Unobservable Inputs (Level 3)
(Dollars in thousands)				

Financial assets:



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Cash and cash equivalents	\$ 17,202	\$ 17,202	\$ 17,202	\$ -	\$ -
Securities available for sale	157,964	157,964	13,848	140,618	3,498
Federal Home Loan Bank stock	1,560	1,560	-	1,560	-
Loans receivable, net	277,345	266,449	-	-	266,449
Accrued interest receivable	1,787	1,787	-	1,787	-
Financial liabilities:					
Deposits	388,235	392,801	-	392,801	-
Short-term borrowings	11,650	11,650	-	11,650	-
Long-term debt	7,850	7,971	-	7,971	-
Accrued interest payable	25	25	-	25	-
Off-balance-sheet financial instruments	-	-	-	-	-

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## Fair Value Measurements at December 31, 2012

	Carrying Amount (Dollars in thousands)	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Financial assets:					
Cash and cash equivalents	\$ 19,765	\$ 19,765	\$ 19,765	\$ -	\$ -
Securities available for sale	159,368	159,368	15,195	140,300	3,873
Federal Home Loan Bank stock	1,852	1,852	-	1,852	-
Loans receivable, net	272,933	273,202	-	-	273,202
Accrued interest receivable	1,802	1,802	-	1,802	-
Financial liabilities:					
Deposits	378,543	383,578	-	383,578	-
Short-term borrowings	11,200	11,200	-	11,200	-
Long-term debt	14,400	14,748	-	14,748	-
Accrued interest payable	43	43	-	43	-
Off-balance-sheet financial instruments	-	-	-	-	-

The following valuation techniques were used to measure the fair value of financial instruments in the above table:

Cash and cash equivalents (carried at cost)

The carrying amount of cash and cash equivalents approximates fair value.

Securities available for sale (carried at fair value)

The fair value of securities available for sale are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1) or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted prices. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. treasury yield curve, live trading levels, trade execution date, market consensus prepayment speeds, credit information and the security's terms and conditions, among other things. Level 2 securities which are fixed income instruments that are not quoted on an exchange, but are traded in active markets, are valued using prices obtained from our custodian, who use third party data service providers. Securities available for sale measured within the Level 3 category consist of private label asset-backed securities. The fair value measurement for these Level 3 securities is explained more fully earlier in this footnote.

Federal Home Loan Bank stock (carried at cost)

The carrying amount of Federal Home Loan Bank stock approximates fair value.

Loans Receivable (carried at cost)

The fair value of fixed-rate and variable rate performing loans is estimated using a discounted cash flow method. The discount rates take into account interest rates currently being offered to customers for loans with similar terms, the credit risk associated with the loan, estimated maturity and market factors including liquidity. The estimate of maturity is based on the Company's contractual cash flows adjusted for prepayment estimates based on current economic and lending conditions. Fair value for significant nonperforming loans is based on carrying value which does not exceed recent external appraisals of any

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underlying collateral. Due to the significant judgment involved in evaluating credit quality, loans are classified within Level 3 of the fair value hierarchy.

Accrued Interest Receivable and Payable (carried at cost)

The carrying amount of accrued interest receivable and payable approximates fair value.

Deposits (carried at cost)

The fair value of deposits with no stated maturity, such as savings, money market and checking is the amount payable on demand at the reporting date and are classified within Level 2 of the fair value hierarchy. The fair value of time deposits is based on the discounted value of contractual cash flows at current rates of interest for similar deposits using market rates currently offered for deposits of similar remaining maturities. Due to the minimal amount of unobservable inputs involved in evaluating assumptions used for discounted cash flows of time deposits, these deposits are classified within Level 2 of the fair value hierarchy.

Borrowings (carried at cost)

The fair value of long-term debt was calculated by discounting scheduled cash flows at current market rates of interest for similar borrowings through maturity of each instrument. Due to the minimal amount of unobservable inputs involved in evaluating assumptions used for discounted cash flows of long-term debt, they are classified within Level 2 of the fair value hierarchy. The carrying amount of short term borrowings approximates fair value of such liability.

Off-Balance Sheet Financial Instruments (disclosed at cost)

Fair values of the Company's off-balance sheet financial instruments (lending commitments) are based on fees currently charged to enter into similar agreements, taking into account, the remaining terms of the agreements and the counterparties' credit standing. Other than loan commitments, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition.

Note 15 - Regulatory Capital Requirements

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

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of Total and Tier 1 capital to risk weighted assets, tangible equity to tangible assets and Tier 1 capital to adjusted total assets. As of December 31, 2013, the Bank meets all capital adequacy requirements to which it is subject.

The Company, as a savings and loan holding company, is not currently subject to formula based capital requirements at the holding company level. However, the Company is required by regulation to maintain adequate capital to

support its business activities. Effective July 2011, the Federal Reserve Board became the regulator of the Company as a result of the Dodd-Frank Act. The Dodd-Frank Act requires the Federal Reserve Board to promulgate consolidated capital requirements for depository institution holding companies that are no less stringent, both quantitatively and in terms of components of capital, than those applicable to institutions themselves. Consolidated regulatory capital requirements identical to those applicable to the subsidiary savings

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bank will apply to savings and loan holding companies as of January 1, 2015. As is the case with the savings bank subsidiary, the capital conservation buffer will be phased in between 2016 and 2019.

The most recent notification from the Federal banking agencies categorized the Bank as well capitalized at December 31, 2013 under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Bank's actual capital amounts and ratios are presented in the following table:

	Actual		For Capital Adequacy Purposes		To be Well Capitalized under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in thousands)						
December 31, 2013:						
Total capital (to risk-weighted assets)	\$ 63,153	25.08 %	\$ >= 20,141	>= 8.0 %	\$ >= 25,176	>= 10.0 %
Tier 1 capital (to adjusted total assets)	61,326	12.75	>= 19,234	>= 4.0	>= 24,042	>= 5.0
Tangible equity (to tangible assets)	61,326	12.75	>= 7,213	>= 1.5	>= N/A	>= N/A
Tier 1 capital (to risk-weighted assets)	61,326	24.36	>= 10,070	>= 4.0	>= 15,106	>= 6.0

December 31, 2012:

Total capital (to risk-weighted assets)	\$ 59,144	23.77 %	\$ >= 19,907	>= 8.0 %	\$ >= 24,883	>= 10.0 %
Tier 1 capital (to adjusted total assets)	57,343	12.14	>= 18,887	>= 4.0	>= 23,609	>= 5.0
Tangible equity (to tangible assets)	57,343	12.14	>= 7,083	>= 1.5	>= N/A	>= N/A
Tier 1 capital (to risk-weighted assets)	57,343	23.04	>= 9,953	>= 4.0	>= 14,930	>= 6.0

Following is a reconciliation of Lake Shore Savings Bank's consolidated GAAP capital to regulatory Tier 1 and Total capital at December 31, 2013 and December 31, 2012:

December 31,  
2013      2012  
(Dollars in  
thousands)

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GAAP (Equity) Capital:	\$ 61,821	\$ 62,799
Plus:		
Unrealized gains on available-for-sale securities, net of tax	(495)	(5,456)
Tier 1 Capital	61,326	57,343
Plus:		
Allowance for loan losses	1,813	1,806
Unrealized gains on available-for-sale securities includible in regulatory capital	19	-
Less:		
Other investments required to be deducted	5	5
Total Regulatory Capital	\$ 63,153	\$ 59,144

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## Note 16 – Earnings per Share

Earnings per share was calculated for the years ended December 31, 2013, 2012 and 2011, respectively. Basic earnings per share is based upon the weighted average number of common shares outstanding, exclusive of unearned shares held by the ESOP and unearned shares held by the RRP. Diluted earnings per share is based upon the weighted average number of common shares outstanding and common share equivalents that would arise from the exercise of dilutive securities. Stock options are regarded as potential common stock and are considered in the diluted earnings per share calculations to the extent they would be dilutive and computed using the treasury stock method.

The calculated basic and diluted earnings per share are as follows:

	For the years ended December 31,		
	2013	2012	2011
Numerator – net income	\$ 3,743,000	\$ 3,626,000	\$ 3,680,000
Denominator:			
Basic weighted average shares outstanding	5,701,631	5,704,051	5,692,316
Increase in weighted average shares outstanding due to (1):			
Stock options	15,845	4,972	4,221
Unvested restricted stock awards	-	154	97
Diluted weighted average shares outstanding (1)	5,717,476	5,709,177	5,696,634
Earnings per share:			
Basic	\$ 0.66	\$ 0.64	\$ 0.65
Diluted	\$ 0.65	\$ 0.64	\$ 0.65

(1) Stock options to purchase 206,643 shares under the Stock Option Plan at \$11.50 per share and restricted unvested shares of 6,477 under the RRP were outstanding during 2012, but were not included in the calculation of diluted earnings per share because to do so would have been anti-dilutive. Stock options to purchase 206,643 shares under the Stock Option Plan at \$11.50 per share and restricted unvested shares of 3,246 under the RRP were outstanding during 2011, but were not included in the calculation of diluted earnings per share because to do so would have been anti-dilutive.

## Note 17 – Commitments to Extend Credit

The Company has commitments to extend credit with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated statements of financial condition.



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

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The following commitments to extend credit were outstanding as of the dates specified:

	Contract Amount	
	December 31, 2013	2012
	(Dollars in thousands)	
Commitments to grant loans	\$ 8,420	\$ 11,369
Unfunded commitments under lines of credit	\$ 28,430	\$ 26,419

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses. The commitments for lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer. At December 31, 2013 and 2012, the Company's fixed rate loan commitments totaled \$6.2 million and \$8.9 million, respectively. The range of interest rates on these fixed rate commitments were 3.50% to 7.25% at December 31, 2013.

#### Note 18 – Parent Company Only Financial Information

Parent Company (Lake Shore Bancorp, Inc.) only condensed financial information is as follows:

##### Statements of Financial Condition

	December 31,	
	2013	2012
	(Dollars in thousands)	
<b>Assets</b>		
Cash and due from banks	\$ 944	\$ 1,547
Securities available for sale	344	552
Investment in subsidiary	61,821	62,799
ESOP loan receivable	1,876	1,961
Other assets	191	12
<b>Total assets</b>	<b>\$ 65,176</b>	<b>\$ 66,871</b>
<b>Liabilities and Stockholders' Equity</b>		
Other liabilities	(95)	(114)
<b>Total stockholders' equity</b>	<b>65,271</b>	<b>66,985</b>

Total liabilities and stockholders' equity    \$ 65,176    \$ 66,871

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## Statements of Income

	For the Years Ended		
	December 31,		
	2013	2012	2011
	(Dollars in thousands)		
Interest Income	\$ 166	\$ 184	\$ 226
Impairment of equity investment in unconsolidated entity	-	-	(500)
Total Income (Loss)	166	184	(274)
Non-interest Expenses	378	479	418
Loss before income taxes and equity in undistributed net income of subsidiary	(212)	(295)	(692)
Income tax benefit	(107)	(136)	(100)
Loss before undistributed net income of subsidiary	(105)	(159)	(592)
Equity in undistributed net income of subsidiary	3,848	3,785	4,272
Net Income	\$ 3,743	\$ 3,626	\$ 3,680

## Statements of Comprehensive Income

	For the Years Ended		
	December 31,		
	2013	2012	2011
	(Dollars in thousands)		
Net Income	\$ 3,743	\$ 3,626	\$ 3,680
Other Comprehensive Income, net of tax:			
Unrealized holding losses on securities available for sale, net of tax benefit 2013 \$3; 2012 \$8 ; 2011 \$16	(5)	(13)	(25)
Unrealized holding (losses) gains on securities available for sale of subsidiary, net of tax benefit (expense) 2013 \$3,114; 2012 \$(261) ; 2011 \$(3,564)	(4,933)	415	5,648
Reclassification adjustments related to:			
Recovery on previously impaired investment securities included in net income of subsidiary, net of tax expense 2013 \$1; 2011 \$22	(2)	-	(35)
Gains on sales of securities included in net income of subsidiary, net of tax expense 2013 \$80; 2012 \$25; 2011 \$12	(126)	(39)	(19)
Impairment charge for losses included in net income of subsidiary, net of tax benefit 2013 \$70; 2012 \$40	\$ 110	\$ 62	\$ -
Total Other Comprehensive (Loss) Income	(4,956)	425	5,569
Total Comprehensive (Loss) Income	\$ (1,213)	\$ 4,051	\$ 9,249



## Statements of Cash Flows

	For the Years Ended December 31,		
	2013	2012	2011
	(Dollars in thousands)		
Cash Flows from Operating Activities:			
Net income	\$ 3,743	\$ 3,626	\$ 3,680
Adjustments to reconcile net income to net cash provided by operating activities:			
Net accretion of investment securities	-	-	(9)
Impairment of equity investment in unconsolidated entity	-	-	500
ESOP shares committed to be released	91	80	81
Stock based compensation expense	41	44	223
Decrease in accrued interest receivable	1	1	4
Increase in other assets	(314)	(139)	(155)
Increase (decrease) in other liabilities	31	(27)	(110)
Equity in undistributed earnings of subsidiary	(3,848)	(3,785)	(4,272)
Net Cash Used in Operating Activities	(255)	(200)	(58)
Cash Flows from Investing Activities:			
Activity in available for sale securities:			
Maturities, prepayments and calls	200	291	829
Payments received on ESOP loan	85	85	86
Net Cash Provided by Investing Activities	285	376	915
Cash Flows from Financing Activities:			
Proceeds from stock options exercised	73	-	-
Purchase of treasury stock	(119)	(209)	(169)
Cash dividends paid	(587)	(928)	(647)
Net Cash Used in Financing Activities	(633)	(1,137)	(816)
Net (Decrease) Increase in Cash and Cash Equivalents	(603)	(961)	41
Cash and Cash Equivalents - Beginning	1,547	2,508	2,467
Cash and Cash Equivalents - Ending	\$ 944	\$ 1,547	\$ 2,508

## Note 19 – Quarterly Financial Data – Unaudited

	Quarter Ended			
	December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013
	(Dollars in thousands, except per share amounts)			
Total interest income	\$ 4,706	\$ 4,626	\$ 4,621	\$ 4,661
Total interest expense	861	886	897	912
Net interest income	3,845	3,740	3,724	3,749
Provision for loan losses	-	60	-	45
Net interest income after provision for loan losses	3,845	3,680	3,724	3,704
Total non-interest income	521	541	515	515
Total non-interest expense	2,959	3,013	3,259	3,103
Income before income taxes	1,407	1,208	980	1,116
Income tax expense	356	222	180	210
Net Income	\$ 1,051	\$ 986	\$ 800	\$ 906
Basic and diluted earnings per share	\$ 0.18	\$ 0.17	\$ 0.14	\$ 0.16

	Quarter Ended			
	December 31, 2012	September 30, 2012	June 30, 2012	March 31, 2012
	(Dollars in thousands, except per share amounts)			
Total interest income	\$ 4,742	\$ 4,815	\$ 5,013	\$ 5,080
Total interest expense	1,002	1,143	1,193	1,265
Net interest income	3,740	3,672	3,820	3,815
Provision for loan losses	386	220	85	(35)
Net interest income after provision for loan losses	3,354	3,452	3,735	3,850
Total non-interest income	546	506	457	521
Total non-interest expense	2,826	2,874	3,044	3,067

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Income before income taxes	1,074	1,084	1,148	1,304
Income tax expense	213	221	253	297
Net Income	\$ 861	\$ 863	\$ 895	\$ 1,007
Basic and diluted earnings per share	\$ 0.15	\$ 0.15	\$ 0.16	\$ 0.18

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Note 20 – Treasury Stock

During the year ended December 31, 2013, the Company repurchased 10,000 shares of common stock at an average cost of \$11.93 per share. These shares were repurchased pursuant to the Company's publicly announced common stock repurchase programs. As of December 31, 2013, there were 61,510 shares remaining to be repurchased under the existing stock repurchase program.

During the year ended December 31, 2012, the Company repurchased 20,000 shares of common stock at an average cost of \$10.45 per share. These shares were repurchased pursuant to the Company's publicly announced common stock repurchase programs. As of December 31, 2012, there were 71,510 shares remaining to be repurchased under the existing stock repurchase program.

Note 21 – Subsequent Events

On February 5, 2014, the Board of Directors declared a quarterly cash dividend of \$0.07 per share on the Company's common stock, payable on March 18, 2014 to shareholders of record as of February 18, 2014. Lake Shore, MHC, which holds 3,636,875 shares, or approximately 61.5% of the Company's total outstanding stock, elected to waive its right to receive this cash dividend of approximately \$255,000. On February 5, 2014, a special meeting of the MHC members (i.e., Lake Shore Savings Bank depositors) was held to vote on a proposal to authorize the MHC to waive its right to receive dividends aggregating up to \$0.28 per share that may be declared by the Company in the 12 months subsequent to the approval by members (in accordance with the regulation of the Board of Governors of the Federal Reserve System). At the special meeting, a majority of the eligible member votes of the MHC approved the waiver of the receipt of dividends on shares owned by the MHC. Lake Shore, MHC submitted the results of this vote along with other information to the Federal Reserve Board in order to obtain their non-objection of the dividend waiver. As of March 6, 2014, Lake Shore, MHC received the non-objection of the Federal Reserve Bank of Philadelphia to waive its right to receive dividends paid by the Company during the twelve months ending February 5, 2015, aggregating up to \$0.28 per share. The MHC waived \$1.0 million of dividends during the year ended December 31, 2013. Cumulatively, Lake Shore, MHC has waived approximately \$5.4 million of cash dividends as of December 31, 2013. The dividends waived by Lake Shore, MHC are considered a restriction on the retained earnings of the Company.