TOMPKINS FINANCIAL CORP
Form 10-Q
November 10, 2014

United States
Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2014

OR

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

For the transition period from __________ to __________

Commission File Number **1-12709**

Tompkins Financial Corporation

(Exact name of registrant as specified in its charter)

New York	**16-1482357**

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
The Commons, P.O. Box 460, Ithaca, NY	**14851**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(888) 503-5753**

Former name, former address, and former fiscal year, if changed since last report: NA

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

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

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

Large Accelerated Filer		Accelerated Filer
Non-Accelerated Filer	(Do not check if a smaller reporting company)	Smaller Reporting Company

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

Indicate the number of shares of the Registrant's Common Stock outstanding as of the latest practicable date:

Class	Outstanding as of October 30, 2014
Common Stock, $0.10 par value	14,763,078 shares

TOMPKINS FINANCIAL CORPORATION

FORM 10-Q

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TOMPKINS FINANCIAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CONDITION

(In thousands, except share and per share data) (Unaudited) ASSETS	**As of 09/30/2014**	**As of 12/31/2013**
Cash and noninterest bearing balances due from banks	$84,129	$82,163
Interest bearing balances due from banks	988	721
Cash and Cash Equivalents	85,117	82,884
Trading securities, at fair value	9,473	10,991
Available-for-sale securities, at fair value (amortized cost of $1,375,637 at September 30, 2014 and $1,368,736 at December 31, 2013)	1,374,756	1,354,811
Held-to-maturity securities, at amortized cost (fair value of $48,017 at September 30, 2014, and $19,625 at December 31, 2013)	47,608	18,980
Originated loans and leases, net of unearned income and deferred costs and fees	2,674,971	2,527,244
Acquired loans and leases, covered	20,910	25,868
Acquired loans and leases, non-covered	561,588	641,172
Less: Allowance for loan and lease losses	27,786	27,970
Net Loans and Leases	3,229,683	3,166,314
FDIC indemnification asset	2,298	4,790
Federal Home Loan Bank stock	14,838	25,041
Bank premises and equipment, net	59,550	55,932
Corporate owned life insurance	73,269	69,335
Goodwill	92,243	92,140
Other intangible assets, net	15,206	16,298
Accrued interest and other assets	86,878	105,523
Total Assets	$5,090,919	$5,003,039
LIABILITIES		
Deposits:		
Interest bearing:		
Checking, savings and money market	2,310,629	2,190,616
Time	930,796	865,702
Noninterest bearing	971,435	890,898
Total Deposits	4,212,860	3,947,216
Federal funds purchased and securities sold under agreements to repurchase	128,368	167,724
Other borrowings, including certain amounts at fair value of $11,032 at September 30, 2014 and $11,292 at December 31, 2013	166,509	331,531
Trust preferred debentures	37,298	37,169
Other liabilities	55,273	61,460
Total Liabilities	$4,600,308	$4,545,100
EQUITY		

Tompkins Financial Corporation shareholders' equity:		
Common Stock - par value $.10 per share: Authorized 25,000,000 shares; Issued: 14,830,002 at September 30, 2014; and 14,785,007 at December 31, 2013	1,483	1,479
Additional paid-in capital	348,992	346,096
Retained earnings	158,673	137,102
Accumulated other comprehensive loss	(16,810)	(25,119)
Treasury stock, at cost – 108,788 shares at September 30, 2014, and 105,449 shares at December 31, 2013	(3,277)	(3,071)
Total Tompkins Financial Corporation Shareholders' Equity	489,061	456,487
Noncontrolling interests	1,550	1,452
Total Equity	$490,611	$457,939
Total Liabilities and Equity	$5,090,919	$5,003,039

See notes to consolidated financial statements

TOMPKINS FINANCIAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data) (Unaudited)	Three Months Ended 09/30/2014	Three Months Ended 09/30/2013	Nine Months Ended 09/30/2014	Nine Months Ended 09/30/2013
INTEREST AND DIVIDEND INCOME				
Loans	$38,298	$ 38,048	$112,601	$ 112,027
Due from banks	0	1	2	9
Trading securities	102	147	321	472
Available-for-sale securities	7,718	7,830	23,637	23,222
Held-to-maturity securities	288	160	626	528
Federal Home Loan Bank stock and Federal Reserve Bank stock	212	193	616	538
Total Interest and Dividend Income	46,618	46,379	137,803	136,796
INTEREST EXPENSE				
Time certificates of deposits of $100,000 or more	996	1,208	2,900	3,651
Other deposits	1,830	1,894	5,446	6,093
Federal funds purchased and securities sold under agreements to repurchase	683	901	2,263	2,877
Trust preferred debentures	573	660	1,714	2,037
Other borrowings	961	1,243	3,362	3,634
Total Interest Expense	5,043	5,906	15,685	18,292
Net Interest Income	41,575	40,473	122,118	118,504
Less: (Credit) Provision for loan and lease losses	(59)	2,049	751	5,576
Net Interest Income After Provision for Loan and Lease Losses	41,634	38,424	121,367	112,928
NONINTEREST INCOME				
Insurance commissions and fees	7,520	7,160	21,823	21,588
Investment services income	3,636	3,694	11,549	11,180
Service charges on deposit accounts	2,506	2,254	7,010	6,186
Card services income	1,936	1,735	5,968	5,163
Mark-to-market loss on trading securities	(87)	(87)	(181)	(472)
Mark-to-market gain on liabilities held at fair value	132	119	260	543
Other income	1,892	3,372	6,129	7,548
Gain on sale of available-for-sale securities	20	281	151	723
Total Noninterest Income	17,555	18,528	52,709	52,459
NONINTEREST EXPENSES				
Salaries and wages	17,553	16,755	51,859	48,618
Pension and other employee benefits	4,941	5,606	15,964	17,014
Net occupancy expense of premises	2,969	2,850	9,296	8,865
Furniture and fixture expense	1,451	1,448	4,247	4,367
FDIC insurance	682	808	2,228	2,401
Amortization of intangible assets	518	544	1,570	1,648
Merger related expenses	0	0	0	228
Other operating expense	10,423	9,543	30,511	29,710
Total Noninterest Expenses	38,537	37,554	115,675	112,851
Income Before Income Tax Expense	20,652	19,398	58,401	52,536
Income Tax Expense	6,897	5,316	18,951	15,873
Net Income attributable to Noncontrolling Interests and Tompkins Financial Corporation	13,755	14,082	39,450	36,663

Less: Net income attributable to noncontrolling interests	33	33	98	98
Net Income Attributable to Tompkins Financial Corporation	$13,722	$ 14,049	$39,352	$ 36,565
Basic Earnings Per Share	$0.92	$ 0.96	$2.65	$ 2.51
Diluted Earnings Per Share	$0.92	$ 0.95	$2.64	$ 2.50

See notes to consolidated financial statements

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Consolidated Statements of Comprehensive Income

(in thousands) (Unaudited)	Three Months Ended	
	09/30/2014	09/30/2013
Net income attributable to noncontrolling interests and Tompkins Financial Corporation	$13,755	$ 14,082
Other comprehensive income, net of tax:		
Available-for-sale securities:		
Change in net unrealized gain (loss) during the period	(4,123)	(318)
Reclassification adjustment for net realized gain on sale of available-for-sale securities included in net income	(12)	(169)
Employee benefit plans:		
Amortization of net retirement plan actuarial loss	159	387
Amortization of net retirement plan prior service cost	1	8
Amortization of net retirement plan transition liability	0	8
Other comprehensive (loss) income	(3,975)	(84)
Subtotal comprehensive income attributable to noncontrolling interests and Tompkins Financial Corporation	9,780	13,998
Less: Net income attributable to noncontrolling interests	(33)	(33)
Total comprehensive income attributable to Tompkins Financial Corporation	$9,747	$ 13,965

See notes to unaudited condensed consolidated financial statements.

Consolidated Statements of Comprehensive Income

(in thousands) (Unaudited)	Nine Months Ended	
	09/30/2014	09/30/2013
Net income attributable to noncontrolling interests and Tompkins Financial Corporation	$39,450	$ 36,663
Other comprehensive income, net of tax:		
Available-for-sale securities:		
Change in net unrealized gain (loss) during the period	7,918	(26,420)
Reclassification adjustment for net realized gain on sale of available-for-sale securities included in net income	(90)	(434)
Employee benefit plans:		
Amortization of net retirement plan actuarial gain	479	1,160
Amortization of net retirement plan prior service cost	2	26
Amortization of net retirement plan transition liability	0	23
Other comprehensive income (loss)	8,309	(25,645)
Subtotal comprehensive income attributable to noncontrolling interests and Tompkins Financial Corporation	47,759	11,018

Less: Net income attributable to noncontrolling interests	(98)	(98)
Total comprehensive income attributable to Tompkins Financial Corporation	$47,661	$ 10,920

See notes to unaudited condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)	**09/30/2014**	**09/30/2013**
OPERATING ACTIVITIES		
Net income attributable to Tompkins Financial Corporation	$ 39,352	$ 36,565
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan and lease losses	751	5,576
Depreciation and amortization of premises, equipment, and software	4,203	4,284
Amortization of intangible assets	1,570	1,648
Earnings from corporate owned life insurance	(1,431)	(1,482)
Net amortization on securities	7,824	10,724
Amortization/accretion related to purchase accounting	(6,147)	(7,212)
Mark-to-market loss on trading securities	181	472
Mark-to-market gain on liabilities held at fair value	(260)	(543)
Net gain on securities transactions	(151)	(723)
Net gain on sale of loans	(345)	(212)
Proceeds from sale of loans	19,007	7,076
Loans originated for sale	(18,357)	(8,271)
Gain on conversion of deposits	(140)	0
Net loss (gain) on sale of bank premises and equipment	2	(7)
Gain on redemption of trust preferred	0	(1,410)
Stock-based compensation expense	1,081	960
Decrease in accrued interest receivable	92	927
Decrease in accrued interest payable	(294)	(809)
Proceeds from maturities and payments of trading securities	1,323	4,425
Decrease in FDIC prepaid insurance	0	5,386
Other, net	9,494	20,241
Net Cash Provided by Operating Activities	57,755	77,615
INVESTING ACTIVITIES		
Proceeds from maturities, calls and principal paydowns of available-for-sale securities	157,157	197,009
Proceeds from sales of available-for-sale securities	48,005	99,378
Proceeds from maturities, calls and principal paydowns of held-to-maturity securities	10,325	11,798
Purchases of available-for-sale securities	(219,695)	(316,705)
Purchases of held-to-maturity securities	(38,981)	(7,511)
Net increase in loans	(60,416)	(167,106)
Net decrease (increase) in Federal Home Loan Bank stock	10,203	(2,567)
Proceeds from sale of bank premises and equipment	172	116
Purchases of bank premises and equipment	(7,445)	(4,811)
Purchase of corporate owned life insurance	(2,500)	(1,500)
Net cash used in acquisition	(415)	0
Other, net	386	(3,417)
Net Cash Used in Investing Activities	(103,204)	(195,316)
FINANCING ACTIVITIES		
Net increase in demand, money market, and savings deposits	200,550	90,297
Net increase (decrease) in time deposits	66,568	(67,710)
Net decrease in Federal funds purchases and securities sold under agreements to repurchase	(38,507)	(51,856)
Increase in other borrowings	149,845	194,674
Repayment of other borrowings	(314,606)	(63,801)

Redemption of trust preferred debentures	0	(5,191)
Cash dividends	(17,781)	(16,574)
Common stock issued	50	0
Repurchase of common stock	(2,932)	0
Shares issued for dividend reinvestment plan	2,186	3,009
Shares issued for employee stock ownership plan	1,528	717
Net shares issued related to restricted stock awards	64	(68)
Net proceeds from exercise of stock options	633	3,639
Tax benefit from stock option exercises	84	215
Net Cash Provided by Financing Activities	47,682	87,351
Net Increase (Decrease) in Cash and Cash Equivalents	2,233	(30,350)
Cash and cash equivalents at beginning of period	82,884	118,930
Total Cash & Cash Equivalents at End of Period	85,117	88,580

See notes to unaudited condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)	**09/30/2014**	09/30/2013
Supplemental Information:		
Cash paid during the year for - Interest	$ 18,033	$ 21,534
Cash paid during the year for - Taxes	3,258	6,283
Transfer of loans to other real estate owned	4,697	4,407

See notes to unaudited condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

(in thousands except share and per share data)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Non-controlling Interests	Total
Balances at January 1, 2013	$ 1,443	$ 334,649	$ 108,709	$ (2,106)	$ (2,787)	$ 1,452	$ 441,360
Net income attributable to noncontrolling interests and Tompkins Financial Corporation			36,565			98	36,663
Other comprehensive loss				(25,645)			(25,645)
Total Comprehensive Income							11,018
Cash dividends ($1.14 per share)			(16,574)				(16,574)
Net exercise of stock options and related tax benefit (111,307 shares)	11	3,843					3,854
Stock-based compensation expense		960					960
Shares issued for dividend reinvestment plan (70,530 shares)	7	3,002					3,009
Shares issued for employee stock ownership plan (17,290 shares)	2	715					717
Directors deferred compensation plan (3,228 shares)		185			(185)		0
Restricted stock activity (102,743 shares)	10	(78)					(68)
Balances at September 30, 2013	$ 1,473	$ 343,276	$ 128,700	$ (27,751)	$ (2,972)	$ 1,550	$ 444,276
Balances at January 1, 2014	$ 1,479	$ 346,096	$ 137,102	$ (25,119)	$ (3,071)	$ 1,452	$ 457,939
Net income attributable to noncontrolling interests and Tompkins Financial Corporation			39,352			98	39,450
Other comprehensive income				8,309			8,309
Total Comprehensive Income							47,759
Cash dividends ($1.20 per share)			(17,781)				(17,781)
Net exercise of stock options and related tax benefit (36,885 shares)	4	713					717
	(7)	(2,925)					(2,932)

Common stock repurchased and returned to unissued status (65,059 shares)							
Shares issued for dividend reinvestment plan (46,081 shares)	4	2,182					2,186
Stock-based compensation expense		1,081					1,081
Shares issued for employee stock ownership plan (31,192 shares)	3	1,525					1,528
Directors deferred compensation plan (3,339 shares)		206			(206)		0
Restricted stock activity ((5,184) shares)	0	64					64
Stock issued for purchase acquisition (1,080 shares)	0	50					50
Balances at September 30, 2014	$ 1,483	$ 348,992	$ 158,673	$ (16,810)	$ (3,277)	$ 1,550	$ 490,611

See notes to unaudited condensed consolidated financial statements

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Business

Tompkins Financial Corporation ("Tompkins" or the "Company") is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, insurance, and brokerage services. At September 30, 2014, the Company's subsidiaries included: four wholly-owned banking subsidiaries, Tompkins Trust Company (the "Trust Company"), The Bank of Castile (DBA Tompkins Bank of Castile), Mahopac Bank (formerly known as Mahopac National Bank, DBA Tompkins Mahopac Bank), VIST Bank (DBA Tompkins VIST Bank); and a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. ("Tompkins Insurance"). TFA Wealth Management and the trust division of the Trust Company provide a full array of investment services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. The Company's principal offices are located at The Commons, Ithaca, New York, 14851, and its telephone number is (888) 503-5753. The Company's common stock is traded on the NYSE MKT LLC under the Symbol "TMP."

As a registered financial holding company, the Company is regulated under the Bank Holding Company Act of 1956 ("BHC Act"), as amended and is subject to examination and comprehensive regulation by the Federal Reserve Board ("FRB"). The Company is also subject to the jurisdiction of the Securities and Exchange Commission ("SEC") and is subject to disclosure and regulatory requirements under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The Company is subject to the rules of the NYSE MKT LLC for listed companies.

The Company's banking subsidiaries are subject to examination and comprehensive regulation by various regulatory authorities, including the Federal Deposit Insurance Corporation ("FDIC"), the New York State Department of Financial Services ("NYSDFS"), and the Pennsylvania Department of Banking and Securities ("PDBS"). Each of these agencies issues regulations and requires the filing of reports describing the activities and financial condition of the entities under its jurisdiction. Likewise, such agencies conduct examinations on a recurring basis to evaluate the safety and soundness of the institutions, and to test compliance with various regulatory requirements, including: consumer protection, privacy, fair lending, the Community Reinvestment Act, the Bank Secrecy Act, sales of non-deposit investments, electronic data processing, and trust department activities.

The Company's wealth management subsidiary is subject to examination and regulation by various regulatory agencies, including the SEC and the Financial Industry Regulatory Authority ("FINRA"). The trust division of Tompkins Trust Company is subject to examination and comprehensive regulation by the FDIC and NYSDFS.

The Company’s insurance subsidiary is subject to examination and regulation by the NYSDFS and the Pennsylvania Insurance Department.

2. Basis of Presentation

The unaudited consolidated financial statements included in this quarterly report do not include all of the information and footnotes required by GAAP for a full year presentation and certain disclosures have been condensed or omitted in accordance with rules and regulations of the SEC. In the application of certain accounting policies, management is required to make assumptions regarding the effect of matters that are inherently uncertain. These estimates and assumptions affect the reported amounts of certain assets, liabilities, revenues, and expenses in the unaudited condensed consolidated financial statements. Different amounts could be reported under different conditions, or if different assumptions were used in the application of these accounting policies. The accounting policies that management considers critical in this respect are the determination of the allowance for loan and lease losses, the expenses and liabilities associated with the Company’s pension and post-retirement benefits, and the review of its securities portfolio for other than temporary impairment.

In management’s opinion, the unaudited condensed consolidated financial statements reflect all adjustments of a normal recurring nature. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year ended December 31, 2014. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. There have been no significant changes to the Company’s accounting policies from those presented in the 2013 Annual Report on Form 10-K. Refer to Note 3- “Accounting Standards Updates” of this Report for a discussion of recently issued accounting guidelines.

Cash and cash equivalents in the consolidated statements of cash flow include cash and noninterest bearing balances due from banks, interest-bearing balances due from banks, and money market funds. Management regularly evaluates the credit risk associated with the counterparties to these transactions and believes that the Company is not exposed to any significant credit risk on cash and cash equivalents.

The Company has evaluated subsequent events for potential recognition and/or disclosure, and determined that no further disclosures were required.

The consolidated financial information included herein combines the results of operations, the assets, liabilities, and shareholders' equity of the Company and its subsidiaries. Amounts in the prior periods' unaudited condensed consolidated financial statements are reclassified when necessary to conform to the current periods' presentation. During the quarter ended March 31, 2014, the Company revised the comparative December 31, 2013 outstanding principal balance of acquired credit impaired loans from $70,727 to $62,146, and the balance of outstanding principal balance of acquired non-credit impaired loans from $666,089 to $630,600. The Company has assessed the materiality of this correction of an error and concluded, based on qualitative and quantitative considerations, that the adjustments are not material to the financial statements as a whole. All significant intercompany balances and transactions are eliminated in consolidation.

3. Accounting Standards Updates

ASU 2014-01, "*Investments (Topic 323), Accounting for Investments in Qualified Affordable Housing Projects*." The amendments in this ASU provide guidance on accounting for investments by a reporting entity in flow-through limited liability entities that manage or invest in affordable housing projects that qualify for the low-income housing tax credit. The amendments permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The amendments in this ASU are effective for the Company for annual periods beginning January 1, 2015 and should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those preexisting investments. The Company does not expect the adoption of this ASU to have a material impact on the Company's consolidated financial statements.

ASU 2014-04, "*Receivables-Troubled Debt Restructurings by Creditors (Subtopic 310-40")*, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure." This new guidance clarifies when an in substance repossession or foreclosure occurs, and requires all creditors who obtain physical possession (resulting from an in substance repossession or foreclosure) of residential real estate property collateralizing a

consumer mortgage loan in satisfaction of a receivable to reclassify the collateralized mortgage loan such that the loan should be derecognized and the collateral asset recognized. This guidance is effective prospectively for the Company for annual and interim periods beginning after December 15, 2014. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

ASU 2014-12 *"Compensation—Stock Compensation" (Topic 718"):* Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period, a consensus of the FASB Emerging Issues Task Force (ASU 2014-12). ASU 2014-12 requires that a performance target that affects vesting of share-based payment awards and that could be achieved after the requisite service period be treated as a performance condition. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. ASU 2014-12 is effective for all entities for interim and annual periods beginning after December 15, 2015, with early adoption permitted. An entity may apply the amendments in ASU 2014-12 either (i) prospectively to all awards granted or modified after the effective date or (ii) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. The adoption of ASU 2014-12 is not expected to have a material impact on the Company's consolidated financial condition or results of operations.

4. Securities

Available-for-Sale Securities

The following table summarizes available-for-sale securities held by the Company at September 30, 2014:

	Available-for-Sale Securities			
September 30, 2014	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
(in thousands)				
Obligations of U.S. Government sponsored entities	$587,933	$ 6,061	$ 3,100	$590,894
Obligations of U.S. states and political subdivisions	69,704	1,179	381	70,502
Mortgage-backed securities – residential, issued by				
U.S. Government agencies	119,049	2,370	1,702	119,717
U.S. Government sponsored entities	594,700	7,195	12,116	589,779
Non-U.S. Government agencies or sponsored entities	276	4	0	280
U.S. corporate debt securities	2,500	0	337	2,163
Total debt securities	1,374,162	16,809	17,636	1,373,335
Equity securities	1,475	0	54	1,421
Total available-for-sale securities	$1,375,637	$ 16,809	$ 17,690	$1,374,756

The following table summarizes available-for-sale securities held by the Company at December 31, 2013:

	Available-for-Sale Securities			
December 31, 2013	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
(in thousands)				
Obligations of U.S. Government sponsored entities	$558,130	$ 7,720	$ 9,505	$556,345
Obligations of U.S. states and political subdivisions	68,216	1,193	1,447	67,962
Mortgage-backed securities – residential, issued by				
U.S. Government agencies	147,766	2,554	3,642	146,678
U.S. Government sponsored entities	587,843	8,122	18,493	577,472
Non-U.S. Government agencies or sponsored entities	306	5	0	311
U.S. corporate debt securities	5,000	8	375	4,633
Total debt securities	1,367,261	19,602	33,462	1,353,401
Equity securities	1,475	0	65	1,410
Total available-for-sale securities	$1,368,736	$ 19,602	$ 33,527	$1,354,811

Held-to-Maturity Securities

The following table summarizes held-to-maturity securities held by the Company at September 30, 2014:

	Held-to-Maturity Securities			
September 30, 2014	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
(in thousands)				
Obligations of U.S. Government sponsored entities	$30,869	$ 0	$ 197	$30,672
Obligations of U.S. states and political subdivisions	$16,739	$ 606	$ 0	$17,345
Total held-to-maturity debt securities	$47,608	$ 606	$ 197	$48,017

The following table summarizes held-to-maturity securities held by the Company at December 31, 2013:

December 31, 2013	**Held-to-Maturity Securities** Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in thousands)				
Obligations of U.S. states and political subdivisions	$18,980	$ 645	$ 0	$19,625
Total held-to-maturity debt securities	$18,980	$ 645	$ 0	$19,625

The Company may from time to time sell investment securities from its available-for-sale portfolio. Realized gains on available-for-sale securities sold were $20,000 and $186,000 in the third quarter and nine months ending September 30, 2014, respectively, and $303,000 and $808,000 in the same periods of 2013. Realized losses on available-for-sale securities sold were $0 and $78,000 in the third quarter and nine months ending September 30, 2014, respectively, and $22,000 and $85,000 in the third quarter and nine months ending September 30, 2013, respectively.

The following table summarizes available-for-sale securities that had unrealized losses at September 30, 2014:

	Less than 12 Months		12 Months or Longer		**Total**	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of U.S. Government sponsored entities	$169,741	$ 849	$95,197	$ 2,251	$264,938	$ 3,100
Obligations of U.S. states and political subdivisions	15,235	105	11,929	276	27,164	381
Mortgage-backed securities – issued by						
U.S. Government agencies	27,840	101	41,748	1,601	69,588	1,702
U.S. Government sponsored entities	133,210	1,095	270,358	11,021	403,568	12,116
U.S. corporate debt securities	0	0	2,163	337	2,163	337
Equity securities	0	0	946	54	946	54
Total available-for-sale securities	$346,026	$ 2,150	$422,341	$ 15,540	$768,367	$ 17,690

The following table summarizes held-to-maturity securities that had unrealized losses at September 30, 2014.

	Less than 12 Months		12 Months or Longer		**Total**	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses

Obligations of U.S. Government sponsored entities	$30,672	$ 197	$0	$ 0	$30,672	$ 197
Total held-to-maturity securities	$30,672	$ 197	$0	$ 0	$30,672	$ 197

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The following table summarizes available-for-sale securities that had unrealized losses at December 31, 2013:

(in thousands)	Less than 12 Months		12 Months or Longer		**Total**	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of U.S. Government sponsored entities	$337,967	$ 9,467	$1,761	$ 38	$339,728	$ 9,505
Obligations of U.S. states and political subdivisions	21,821	821	6,173	626	27,994	1,447
Mortgage-backed securities – residential, issued by						
U.S. Government agencies	70,052	2,701	14,874	941	84,926	3,642
U.S. Government sponsored entities	293,945	14,061	76,070	4,432	370,015	18,493
U.S. corporate debt securities	0	0	2,125	375	2,125	375
Equity securities	0	0	935	65	935	65
Total available-for-sale securities	$723,785	$ 27,050	$101,938	$ 6,477	$825,723	$ 33,527

There were no unrealized losses on held-to-maturity securities at December 31, 2013.

The gross unrealized losses reported for residential mortgage-backed securities relate to investment securities issued by U.S. government sponsored entities such as Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, and U.S. government agencies such as Government National Mortgage Association. The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit quality of the investment securities.

The Company does not intend to sell other-than-temporarily impaired investment securities that are in an unrealized loss position until recovery of unrealized losses (which may be until maturity), and it is not more-likely-than not that the Company will be required to sell the investment securities, before recovery of their amortized cost basis, which may be at maturity. Accordingly, as of September 30, 2014, and December 31, 2013, management has determined that the unrealized losses detailed in the tables above are not other-than-temporary.

Ongoing Assessment of Other-Than-Temporary Impairment

On a quarterly basis, the Company performs an assessment to determine whether there have been any events or economic circumstances indicating that a security with an unrealized loss has suffered other-than-temporary

impairment ("OTTI"). A debt security is considered impaired if the fair value is less than its amortized cost basis (including any previous OTTI charges) at the reporting date. If impaired, the Company then assesses whether the unrealized loss is other-than-temporary. An unrealized loss on a debt security is generally deemed to be other-than-temporary and a credit loss is deemed to exist if the present value, discounted at the security's effective rate, of the expected future cash flows is less than the amortized cost basis of the debt security. As a result, the credit loss component of an other-than-temporary impairment write-down for debt securities is recorded in earnings while the remaining portion of the impairment loss is recognized, net of tax, in other comprehensive income provided that the Company does not intend to sell the underlying debt security and it is more-likely-than not that the Company would not have to sell the debt security prior to recovery of the unrealized loss, which may be to maturity. If the Company intended to sell any securities with an unrealized loss or it is more-likely-than not that the Company would be required to sell the investment securities, before recovery of their amortized cost basis, then the entire unrealized loss would be recorded in earnings.

The Company considers the following factors in determining whether a credit loss exists.

- The length of time and the extent to which the fair value has been less than the amortized cost basis;
- The level of credit enhancement provided by the structure which includes, but is not limited to, credit subordination positions, excess spreads, overcollateralization, protective triggers;
- Changes in the near term prospects of the issuer or underlying collateral of a security, such as changes in default rates, loss severities given default and significant changes in prepayment assumptions;
- The level of excess cash flow generated from the underlying collateral supporting the principal and interest payments of the debt securities; and
- Any adverse change to the credit conditions of the issuer or the security such as credit downgrades by the rating agencies.

As a result of the other-than-temporarily impairment review process, the Company does not consider any investment security held at September 30, 2014 to be other-than-temporarily impaired.

The following table summarizes the roll-forward of credit losses on debt securities held by the Company for which a portion of an other-than-temporary impairment is recognized in other comprehensive income:

	Three Months Ended		Nine Months Ended	
(in thousands)	09/30/2014	09/30/2013	09/30/2014	09/30/2013
Credit losses at beginning of the period	$0	$ 441	$0	$ 441
Sales of securities for which an other-than-temporary impairment was previously recognized	0	(441)	0	(441)
Ending balance of credit losses on debt securities held for which a portion of another-than temporary impairment was recognized in other comprehensive income	$0	$ 0	$0	$ 0

The amortized cost and estimated fair value of debt securities by contractual maturity are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities are shown separately since they are not due at a single maturity date.

September 30, 2014

(in thousands)	**Amortized Cost**	Fair Value
Available-for-sale securities:		
Due in one year or less	$47,644	$48,142
Due after one year through five years	409,758	415,198
Due after five years through ten years	182,467	180,485
Due after ten years	20,268	19,734
Total	660,137	663,559
Mortgage-backed securities	714,025	709,776
Total available-for-sale debt securities	$1,374,162	$1,373,335

December 31, 2013

(in thousands)	**Amortized Cost**	Fair Value
Available-for-sale securities:		
Due in one year or less	$25,596	$26,017
Due after one year through five years	263,553	271,303
Due after five years through ten years	313,245	304,414

Due after ten years	28,952	27,206
Total	631,346	628,940
Mortgage-backed securities	735,915	724,461
Total available-for-sale debt securities	$1,367,261	$1,353,401

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September 30, 2014		
(in thousands)	Amortized Cost	Fair Value
Held-to-maturity securities:		
Due in one year or less	$ 11,454	$ 11,534
Due after one year through five years	3,648	3,938
Due after five years through ten years	32,133	32,121
Due after ten years	373	424
Total held-to-maturity debt securities	$ 47,608	$ 48,017

December 31, 2013		
(in thousands)	Amortized Cost	Fair Value
Held-to-maturity securities:		
Due in one year or less	$ 10,952	$ 11,021
Due after one year through five years	5,636	6,004
Due after five years through ten years	1,878	2,051
Due after ten years	514	549
Total held-to-maturity debt securities	$ 18,980	$ 19,625

The Company also holds non-marketable Federal Home Loan Bank New York ("FHLBNY") stock, non-marketable Federal Home Loan Bank Pittsburgh ("FHLBPITT") stock and non-marketable Atlantic Central Bankers Bank stock, all of which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLB stock is tied to the Company's borrowing levels with the FHLB. Holdings of FHLBNY stock, FHLBPITT stock and ACBB stock totaled $9.4 million, $5.3 million and $95,000 at September 30, 2014, respectively. These securities are carried at par, which is also cost. The FHLBNY and FHLBPITT continue to pay dividends and repurchase stock. As such, the Company has not recognized any impairment on its holdings of FHLBNY and FHLBPITT stock. Quarterly, we evaluate our investment in the FHLB for impairment. We evaluate recent and long-term operating performance, liquidity, funding and capital positions, stock repurchase history, dividend history and impact of legislative and regulatory changes. Based on our most recent evaluation, as of September 30, 2014, we have determined that no impairment write-downs are currently required.

Trading Securities

The following summarizes trading securities, at estimated fair value, as of:

(in thousands)	09/30/2014	12/31/2013
Obligations of U.S. Government sponsored entities	$ 7,631	$ 8,275
Mortgage-backed securities – residential, issued by U.S. Government sponsored entities	1,842	2,716
Total	$ 9,473	$ 10,991

The decrease in trading securities reflects principal repayments and maturities received during the quarter ended September 30, 2014. The pre-tax mark-to-market losses on trading securities totaled $87,000 and $181,000 for the third quarter and nine months ending September 30, 2014, respectively, and $87,000 and $472,000 for the third quarter and nine months ending September 30, 2013, respectively.

The Company pledges securities as collateral for public deposits and other borrowings, and sells securities under agreements to repurchase. Securities carried of $1.1 billion and $1.0 billion at September 30, 2014, and December 31, 2013, respectively, were either pledged or sold under agreements to repurchase.

5. Loans and Leases

Loans and Leases at September 30, 2014 and December 31, 2013 were as follows:

	09/30/2014			12/31/2013		
(in thousands)	Originated	Acquired	Total Loans and Leases	Originated	Acquired	Total Loans and Leases
Commercial and industrial						
Agriculture	$49,828	$0	$49,828	$74,788	$0	$74,788
Commercial and industrial other	627,290	102,601	729,891	562,439	128,503	690,942
Subtotal commercial and industrial	677,118	102,601	779,719	637,227	128,503	765,730
Commercial real estate						
Construction	51,988	41,313	93,301	46,441	39,353	85,794
Agriculture	57,158	3,182	60,340	52,627	3,135	55,762
Commercial real estate other	960,346	321,714	1,282,060	903,320	366,438	1,269,758
Subtotal commercial real estate	1,069,492	366,209	1,435,701	1,002,388	408,926	1,411,314
Residential real estate						
Home equity	182,994	58,459	241,453	171,809	67,183	238,992
Mortgages	685,989	33,200	719,189	658,966	35,336	694,302
Subtotal residential real estate	868,983	91,659	960,642	830,775	102,519	933,294
Consumer and other						
Indirect	18,825	0	18,825	21,202	5	21,207
Consumer and other	34,327	1,119	35,446	32,312	1,219	33,531
Subtotal consumer and other	53,152	1,119	54,271	53,514	1,224	54,738
Leases	8,317	0	8,317	5,563	0	5,563
Covered loans	0	20,910	20,910	0	25,868	25,868
Total loans and leases	2,677,062	582,498	3,259,560	2,529,467	667,040	3,196,507
Less: unearned income and deferred costs and fees	(2,091)	0	(2,091)	(2,223)	0	(2,223)
Total loans and leases, net of unearned income and deferred costs and fees	$2,674,971	$582,498	$3,257,469	$2,527,244	$667,040	$3,194,284

The outstanding principal balance and the related carrying amount of the Company’s loans acquired in the VIST Bank acquisition are as follows at September 30, 2014 and December 31, 2013:

(in thousands)	**09/30/2014**	12/31/2013
Acquired Credit Impaired Loans		
Outstanding principal balance	$ 49,410	$ 62,146
Carrying amount	38,561	46,809
Acquired Non-Credit Impaired Loans		
Outstanding principal balance	551,074	630,600
Carrying amount	543,937	620,231
Total Acquired Loans		

Outstanding principal balance	600,484	692,746
Carrying amount	582,498	667,040

The following tables present changes in accretable yield on loans acquired from VIST Bank that were considered credit impaired.

(in thousands)	
Balance at January 1, 2013	$7,337
Accretion	(8,896)
Disposals (loans paid in full)	(212)
Reclassifications to/from nonaccretable difference[1]	7,933
Other changes in expected cash flows2	4,792
Balance at December 31, 2013	$10,954

(in thousands)	
Balance at January 1, 2014	$10,954
Accretion	(3,740)
Disposals (loans paid in full)	(250)
Reclassifications to/from nonaccretable difference[1]	1,873
Other changes in expected cash flows2	0
Balance at September 30, 2014	$8,837

[1] Results in increased interest income as a prospective yield adjustment over the remaining life of the loans, as well as increased interest income from loan sales, modification and prepayments.
[2] Represents changes in cash flows expected to be collected due to factors other than credit (e.g. changes in prepayment assumptions and/or changes in interest rates on variable rate loans).

At September 30, 2014, acquired loans included $20.9 million of covered loans. VIST Bank had previously acquired these loans in an FDIC assisted transaction in the fourth quarter of 2010. In accordance with a loss sharing agreement with the FDIC, certain losses and expenses relating to covered loans may be reimbursed by the FDIC at 70% or, if net losses exceed certain levels specified in the loss sharing agreements, 80%. See Note 7 – “FDIC Indemnification Asset Related to Covered Loans” for further discussion of the loss sharing agreements and related FDIC indemnification assets.

The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. Management reviews these policies and procedures on a regular basis. The Company discussed its lending policies and underwriting guidelines for its various lending portfolios in Note 4 – “Loans and Leases” in the Notes to Consolidated Financial Statements contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. There have been no significant changes in these policies and guidelines. As such, these policies are reflective of new originations as well as those balances held at September 30, 2014. The Company’s Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan origination, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments are due. Generally loans are placed on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question as well as when required by regulatory agencies. When interest accrual is discontinued, all unpaid accrued interest is reversed. Payments received on loans on nonaccrual are generally applied to reduce the principal balance of the loan. Loans are generally returned to accrual status when all the principal and interest amounts contractually due are brought current, the borrower has established a payment history, and future payments are reasonably assured. When management determines that the collection of principal in full is improbable, management will charge-off a partial amount or full amount of the loan balance. Management considers specific facts and circumstances relative to each individual credit in making such a determination. For residential and consumer loans, management uses specific regulatory guidance and thresholds for determining charge-offs.

Acquired loans that met the criteria for nonaccrual of interest prior to the acquisition may be considered performing after the date of acquisition, regardless of whether the customer is contractually delinquent, if we can reasonably estimate the timing and amount of the expected cash flows on such loans and if the Company expects to fully collect the new carrying value of the loans. As such, we may no longer consider the loan to be nonaccrual or nonperforming and may accrue interest on these loans, including the impact of any accretable discount. To the extent we cannot reasonably estimate cash flows, interest income recognition is discontinued. The Company has determined that it can reasonably estimate future cash flows on our acquired loans that are past due 90 days or more and accruing interest and the Company expects to fully collect the carrying value of the loans. Nonaccrual loans represent loans that were performing at acquisition date but have subsequently become past due.

The below table is an age analysis of past due loans, segregated by originated and acquired loan and lease portfolios, and by class of loans, as of September 30, 2014 and December 31, 2013.

September 30, 2014

(in thousands)	**30-89 days**	**90 days or more**	**Current Loans**	**Total Loans**	**90 days and accruing**	**Nonaccrual**
Originated Loans and Leases						
Commercial and industrial						
Agriculture	$0	$0	$49,828	$49,828	$ 0	$ 0
Commercial and industrial other	169	508	626,613	627,290	0	1,639
Subtotal commercial and industrial	169	508	676,441	677,118	0	1,639
Commercial real estate						
Construction	0	0	51,988	51,988	0	534
Agriculture	0	29	57,129	57,158	0	132
Commercial real estate other	473	4,325	955,548	960,346	0	5,162
Subtotal commercial real estate	473	4,354	1,064,665	1,069,492	0	5,828
Residential real estate						
Home equity	1,175	1,384	179,785	182,994	60	1,550
Mortgages	1,250	6,964	676,943	685,989	335	6,850
Subtotal residential real estate	2,425	8,348	856,728	868,983	395	8,400
Consumer and other						
Indirect	508	0	18,317	18,825	0	72
Consumer and other	236	241	33,850	34,327	0	380
Subtotal consumer and other	744	241	52,167	53,152	0	452
Leases	0	0	8,317	8,317	0	0
Total loans and leases	3,811	14,933	2,658,318	2,677,062	395	16,319
Less: unearned income and deferred costs and fees	0	0	0	(2,091)	0	0
Total originated loans and leases, net of unearned income and deferred costs and fees	$3,811	$14,933	$2,658,318	$2,674,971	$ 395	$ 16,319
Acquired Loans and Leases						
Commercial and industrial						
Commercial and industrial other	0	941	101,660	102,601	649	761
Subtotal commercial and industrial	0	941	101,660	102,601	649	761
Commercial real estate						
Construction	0	1,970	39,343	41,313	1,709	466
Agriculture	0	0	3,182	3,182	0	0
Commercial real estate other	0	1,857	319,857	321,714	79	2,084
Subtotal commercial real estate	0	3,827	362,382	366,209	1,788	2,550
Residential real estate						
Home equity	156	643	57,660	58,459	173	660
Mortgages	580	703	31,917	33,200	561	1,027
Subtotal residential real estate	736	1,346	89,577	91,659	734	1,687
Consumer and other						

Consumer and other	0	0	1,119	1,119	0	0
Subtotal consumer and other	0	0	1,119	1,119	0	0
Covered loans	0	1,149	19,761	20,910	1,149	0
Total acquired loans and leases, net of unearned income and deferred costs and fees	$736	$7,263	$574,499	$582,498	$ 4,320	$ 4,998

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December 31, 2013

(in thousands)	30-89 days	90 days or more	Current Loans	Total Loans	**90 days and accruing**	Nonaccrual
Originated loans and leases						
Commercial and industrial						
Agriculture	$0	$0	$74,788	$74,788	$ 0	$ 0
Commercial and industrial other	211	1,187	561,041	562,439	0	1,260
Subtotal commercial and industrial	211	1,187	635,829	637,227	0	1,260
Commercial real estate						
Construction	216	7,657	38,568	46,441	0	9,873
Agriculture	180	0	52,447	52,627	0	46
Commercial real estate other	1,104	6,976	895,240	903,320	161	9,522
Subtotal commercial real estate	1,500	14,633	986,255	1,002,388	161	19,441
Residential real estate						
Home equity	784	1,248	169,777	171,809	62	1,477
Mortgages	2,439	5,946	650,581	658,966	384	7,443
Subtotal residential real estate	3,223	7,194	820,358	830,775	446	8,920
Consumer and other						
Indirect	768	152	20,282	21,202	0	216
Consumer and other	60	0	32,252	32,312	0	38
Subtotal consumer and other	828	152	52,534	53,514	0	254
Leases	0	0	5,563	5,563	0	0
Total loans and leases	5,762	23,166	2,500,539	2,529,467	607	29,875
Less: unearned income and deferred costs and fees	0	0	0	(2,223)	0	0
Total originated loans and leases, net of unearned income and deferred costs and fees	$5,762	$23,166	$2,500,539	$2,527,244	$ 607	$ 29,875
Acquired loans and leases						
Commercial and industrial						
Commercial and industrial other	554	1,651	126,298	128,503	1,231	419
Subtotal commercial and industrial	554	1,651	126,298	128,503	1,231	419
Commercial real estate						
Construction	0	2,148	37,205	39,353	1,676	473
Agriculture	0	0	3,135	3,135	0	0
Commercial real estate other	403	3,585	362,450	366,438	709	3,450
Subtotal commercial real estate	403	5,733	402,790	408,926	2,385	3,923
Residential real estate						
Home equity	213	934	66,036	67,183	347	1,844
Mortgages	345	1,264	33,727	35,336	594	2,322
Subtotal residential real estate	558	2,198	99,763	102,519	941	4,166
Consumer and other						
Indirect	0	0	5	5	0	0
Consumer and other	17	0	1,202	1,219	0	0
Subtotal consumer and other	17	0	1,207	1,224	0	0
Covered loans	0	2,416	23,452	25,868	2,416	0
	$1,532	$11,998	$653,510	$667,040	$ 6,973	$ 8,508

Total acquired loans and leases, net of unearned income and deferred costs and fees

6. Allowance for Loan and Lease Losses

Originated Loans and Leases

Management reviews the appropriateness of the allowance for loan and lease losses (“allowance”) on a regular basis. Management considers the accounting policy relating to the allowance to be a critical accounting policy, given the inherent uncertainty in evaluating the levels of the allowance required to cover credit losses in the portfolio and the material effect that assumptions could have on the Company’s results of operations. The Company has developed a methodology to measure the amount of estimated loan loss exposure inherent in the loan portfolio to assure that an appropriate allowance is maintained. The Company’s methodology is based upon guidance provided in SEC Staff Accounting Bulletin No. 102, *Selected Loan Loss Allowance Methodology and Documentation Issues* and ASC Topic 310, *Receivables* and ASC Topic 450, *Contingencies*.

The Company’s methodology for determining and allocating the allowance for loan and lease losses focuses on ongoing reviews of larger individual loans and leases, historical net charge-offs, delinquencies in the loan and lease portfolio, the level of impaired and nonperforming loans, values of underlying loan and lease collateral, the overall risk characteristics of the portfolios, changes in character or size of the portfolios, geographic location, current economic conditions, changes in capabilities and experience of lending management and staff, and other relevant factors. The various factors used in the methodologies are reviewed on a regular basis.

At least annually, management reviews all commercial and commercial real estate loans exceeding a certain threshold and assigns a risk rating. The Company uses an internal loan rating system of pass credits, special mention loans, substandard loans, doubtful loans, and loss loans (which are fully charged off). The definitions of “special mention”, “substandard”, “doubtful” and “loss” are consistent with banking regulatory definitions. Factors considered in assigning loan ratings include: the customer’s ability to repay based upon customer’s expected future cash flow, operating results, and financial condition; the underlying collateral, if any; and the economic environment and industry in which the customer operates. Special mention loans have potential weaknesses that if left uncorrected may result in deterioration of the repayment prospects and a downgrade to a more severe risk rating. A substandard loan credit has a well-defined weakness which makes payment default or principal exposure likely, but not yet certain. There is a possibility that the Company will sustain some loss if the deficiencies are not corrected. A doubtful loan has a high possibility of loss, but the extent of the loss is difficult to quantify because of certain important and reasonably specific pending factors.

At least quarterly, management reviews all commercial and commercial real estate loans and leases and agriculturally related loans with an outstanding principal balance of over $500,000 that are internally risk rated special mention or worse, giving consideration to payment history, debt service payment capacity, collateral support, strength of guarantors, local market trends, industry trends, and other factors relevant to the particular borrowing relationship. Through this process, management identifies impaired loans. For loans and leases considered impaired, estimated exposure amounts are based upon collateral values or present value of expected future cash flows discounted at the original effective interest rate of each loan. For commercial loans, commercial mortgage loans, and agricultural loans not specifically reviewed, and for homogenous loan portfolios such as residential mortgage loans and consumer loans,

estimated exposure amounts are assigned based upon historical net loss experience and current charge-off trends, past due status, and management's judgment of the effects of current economic conditions on portfolio performance. In determining and assigning historical loss factors to the various homogeneous portfolios, the Company calculates average net losses over a period of time and compares this average to current levels and trends to ensure that the calculated average loss factors are reasonable.

Since the methodology is based upon historical experience and trends as well as management's judgment, factors may arise that result in different estimates. Significant factors that could give rise to changes in these estimates may include, but are not limited to, changes in economic conditions in the local area, concentration of risk, changes in interest rates, and declines in local property values. While management's evaluation of the allowance as of September 30, 2014, considers the allowance to be appropriate, under adversely different conditions or assumptions, the Company would need to increase or decrease the allowance.

Acquired Loans and Leases

Acquired loans accounted for under ASC 310-30

For our acquired loans, our allowance for loan losses is estimated based upon our expected cash flows for these loans. To the extent that we experience a deterioration in borrower credit quality resulting in a decrease in our expected cash flows subsequent to the acquisition of the loans, an allowance for loan losses would be established based on our estimate of future credit losses over the remaining life of the loans.

Acquired loans accounted for under ASC 310-20

We establish our allowance for loan losses through a provision for credit losses based upon an evaluation process that is similar to our evaluation process used for originated loans. This evaluation, which includes a review of loans on which full collectability may not be reasonably assured, considers, among other matters, the estimated fair value of the underlying collateral, economic conditions, historical net loan loss experience, carrying value of the loans, which includes the remaining net purchase discount or premium, and other factors that warrant recognition in determining our allowance for loan losses.

The following tables detail activity in the allowance for loan and lease losses segregated by originated and acquired loan and lease portfolios and by portfolio segment for the three months ended September 30, 2014 and 2013. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

Three months ended September 30, 2014						
(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Allowance for originated loans and leases						
Beginning balance	$ 8,562	$ 10,389	$ 5,445	$ 2,356	$ 0	$26,752
Charge-offs	(21)	(6)	(118)	(286)	0	(431)
Recoveries	68	944	1	115	0	1,128
Provision (credit)	249	(645)	95	37		(264)
Ending Balance	$ 8,858	$ 10,682	$ 5,423	$ 2,222	$ 0	$27,185
Allowance for acquired loans						
Beginning balance	$ 159	$ 460	$ 49	$ 97	$ 0	$765
Charge-offs	(218)	(80)	(68)	(3)	0	(369)
Recoveries	0	0	0	0	0	0
Provision (credit)	154	(20)	147	(76)	0	205
Ending Balance	$ 95	$ 360	$ 128	$ 18	$ 0	$601

Three months ended September 30, 2013						
(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total

Allowance for originated loans and leases						
Beginning balance	$ 6,955	$ 10,409	$ 5,273	$ 2,195	$ 21	$24,853
Charge-offs	(55)	(49)	(116)	(578)	0	(798)
Recoveries	48	21	3	96	0	168
Provision (credit)	790	516	149	65	(21)	1,499
Ending Balance	$ 7,738	$ 10,897	$ 5,309	$ 1,778	$ 0	$25,722

Three months ended September 30, 2013

(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Covered Loans	Total
Allowance for acquired loans						
Beginning balance	$ 64	$ 381	$ 126	$ 34	$ 0	$605
Charge-offs	(1)	0	(467)	0	0	(468)
Recoveries	0	0	0	0	0	0
Provision (credit)	(12)	56	504	1	0	549
Ending Balance	$ 51	$ 437	$ 163	$ 35	$ 0	$686

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Nine months ended September 30, 2014 (in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Allowance for originated loans and leases						
Beginning balance	$ 8,406	$ 10,459	$ 5,771	$ 2,059	$ 5	$26,700
Charge-offs	(275)	(619)	(385)	(952)	0	(2,231)
Recoveries	557	1,506	87	375	0	2,525
Provision (credit)	170	(664)	(50)	740	(5)	191
Ending Balance	$ 8,858	$ 10,682	$ 5,423	$ 2,222	$ 0	$27,185

Nine months ended September 30, 2014 (in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Covered Loans	Total
Allowance for acquired loans						
Beginning balance	$ 168	$ 770	$ 274	$ 58	$ 0	$1,270
Charge-offs	(243)	(631)	(345)	(10)	0	(1,229)
Recoveries	0	0	0	0	0	0
Provision (credit)	170	221	199	(30)	0	560
Ending Balance	$ 95	$ 360	$ 128	$ 18	$ 0	$601

Nine months ended September 30, 2013 (in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Allowance for originated loans and leases						
Beginning balance	$ 7,533	$ 10,184	$ 4,981	$ 1,940	$ 5	$24,643
Charge-offs	(487)	(539)	(455)	(1,040)	0	(2,521)
Recoveries	1,490	457	32	296	0	2,275
Provision (credit)	(798)	795	751	582	(5)	1,325
Ending Balance	$ 7,738	$ 10,897	$ 5,309	$ 1,778	$ 0	$25,722

Nine months ended September 30, 2013 (in thousands)	Commercial and	Commercial Real Estate	Residential Real	Consumer and Other	Covered Loans	Total

	Industrial		Estate			
Allowance for acquired loans						
Beginning balance	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Charge-offs	(2,930)	(32)	(577)	(25)	0	(3,564)
Recoveries	0	0	0	0	0	0
Provision (credit)	2,981	469	740	60	0	4,250
Ending Balance	$ 51	$ 437	$ 163	$ 35	$ 0	$ 686

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At September 30, 2014 and December 31, 2013, the allocation of the allowance for loan and lease losses summarized on the basis of the Company's impairment methodology was as follows:

(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Allowance for originated loans and leases						
September 30, 2014						
Individually evaluated for impairment	$ 302	$ 0	$ 0	$ 0	$ 0	$302
Collectively evaluated for impairment	8,556	10,682	5,423	2,222	0	26,883
Ending balance	$ 8,858	$ 10,682	$ 5,423	$ 2,222	$ 0	$27,185
Allowance for acquired loans						
September 30, 2014						
Individually evaluated for impairment	$ 80	$ 80	$ 0	$ 0	$ 0	$160
Collectively evaluated for impairment	15	280	128	18	0	441
Ending balance	$ 95	$ 360	$ 128	$ 18	$ 0	$601

(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Allowance for originated loans and leases						
December 31, 2013						
Individually evaluated for impairment	$ 0	$ 0	$ 0	$ 0	$ 0	$0
Collectively evaluated for impairment	8,406	10,459	5,771	2,059	5	26,700
Ending balance	$ 8,406	$ 10,459	$ 5,771	$ 2,059	$ 5	$26,700
Allowance for acquired loans						
December 31, 2013						
Individually evaluated for impairment	$ 0	$ 250	$ 0	$ 0	$ 0	$250
Collectively evaluated for impairment	168	520	274	58	0	1,020
Ending balance	$ 168	$ 770	$ 274	$ 58	$ 0	$1,270

The recorded investment in loans and leases summarized on the basis of the Company's impairment methodology as of September 30, 2014 and December 31, 2013 was as follows:

(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total

Originated loans and leases						
September 30, 2014						
Individually evaluated for impairment	$ 1,917	$ 7,889	$ 1,038	$ 0	$ 0	$ 10,844
Collectively evaluated for impairment	675,201	1,061,603	867,945	53,152	8,317	2,666,218
Total	$ 677,118	$ 1,069,492	$ 868,983	$ 53,152	$ 8,317	$ 2,677,062

(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Covered Loans	Total
Acquired loans						
September 30, 2014						
Individually evaluated for impairment	$ 785	$ 1,582	$ 290	$ 0	$0	$2,657
Loans acquired with deteriorated credit quality	$ 1,142	$ 8,294	$ 8,215	$ 0	$20,910	$38,561
Collectively evaluated for impairment	100,674	356,333	83,154	1,119	0	541,280
Total	$ 102,601	$ 366,209	$ 91,659	$ 1,119	$20,910	$582,498

(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Originated loans and leases						
December 31, 2013						
Individually evaluated for impairment	$ 4,664	16,269	$ 1,223	$ 0	$ 0	$22,156
Collectively evaluated for impairment	632,563	986,119	829,552	53,514	5,563	2,507,311
Total	$ 637,227	$ 1,002,388	$ 830,775	$ 53,514	$ 5,563	$2,529,467

(in thousands)	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Covered Loans	Total
Acquired loans						
December 31, 2013						
Individually evaluated for impairment	$ 2,231	2,429	$ 73	$ 0	$0	$4,733
Loans acquired with deteriorated credit quality	2,558	10,263	9,355	0	24,633	46,809
Collectively evaluated for impairment	123,714	396,234	93,091	1,224	1,235	615,498
Total	$ 128,503	$ 408,926	$ 102,519	$ 1,224	$25,868	$667,040

A loan is impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans consist of our non-homogenous nonaccrual loans, and all loans restructured in a troubled debt restructuring (TDR). Specific reserves on individually identified impaired loans that are not collateral dependent are measured based on the present value of expected future cash flows discounted at the original effective interest rate of each loan. For loans that are collateral dependent, impairment is measured based on the fair value of the collateral less estimated selling costs, and such impaired amounts are generally charged off. The majority of impaired loans are collateral dependent impaired loans that have limited exposure or require limited specific reserves because of the amount of collateral support with respect to these loans, and previous charge-offs. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured. In these cases, interest is recognized on a cash basis.

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(in thousands)	09/30/2014 Recorded Investment	Unpaid Principal Balance	Related Allowance	12/31/2013 Recorded Investment	Unpaid Principal Balance	Related Allowance
Originated loans and leases with no related allowance						
Commercial and industrial						
Commercial and industrial other	$1,408	$1,432	$ 0	$4,664	$5,069	$ 0
Commercial real estate						
Construction	0	0	0	6,073	11,683	0
Commercial real estate other	7,889	8,567	0	10,196	13,518	0
Residential real estate						
Residential real estate other	1,038	1,129	0	1,223	1,299	0
Subtotal	$10,335	$11,128	$ 0	$22,156	$31,569	$ 0
Originated loans and leases with related allowance						
Commercial and industrial						
Commercial and industrial other	509	509	302	0	0	0
Subtotal	$509	$509	$ 302	$0	$0	$ 0
Total	$10,844	$11,637	$ 302	$22,156	$31,569	$ 0

(in thousands)	09/30/2014 Recorded Investment	Unpaid Principal Balance	Related Allowance	12/31/2013 Recorded Investment	Unpaid Principal Balance	Related Allowance
Acquired loans and leases with no related allowance						
Commercial and industrial						
Commercial and industrial other	$341	$ 341	$ 0	$2,231	$ 5,081	$ 0
Commercial real estate						
Commercial real estate other	1,311	1,311	0	1,960	1,960	0
Residential real estate						
Residential real estate other	290	290	0	73	73	0
Subtotal	$1,942	$ 1,942	$ 0	$4,264	$ 7,114	$ 0
Acquired loans and leases with related allowance						
Commercial and industrial						
Commercial and industrial other	444	444	80	0	0	0
Commercial real estate						
Commercial real estate other	271	271	80	469	719	250
Subtotal	$715	$ 715	$ 160	$469	$ 719	$ 250
Total	$2,657	$ 2,657	$ 160	$4,733	$ 7,833	$ 250

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The average recorded investment and interest income recognized on impaired loans for the three months ended September 30, 2014 and 2013 was as follows:

	Three Months Ended 09/30/2014		**Three Months Ended 09/30/2013**	
(in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Originated loans and leases with no related allowance				
Commercial and industrial				
Commercial and industrial other	1,422	0	4,040	0
Commercial real estate				
Construction	0	0	6,184	0
Commercial real estate other	7,940	42	13,918	0
Residential real estate				
Residential real estate other	1,038	0	1,047	0
Subtotal	$10,400	$ 42	$25,189	$ 0
Originated loans and leases with related allowance				
Commercial and industrial				
Commercial and industrial other	511	7	1,544	0
Commercial real estate				
Commercial real estate other	0	0	360	0
Subtotal	$511	$ 7	$1,904	$ 0
Total	$10,911	$ 49	$27,093	$ 0

	Three Months Ended 09/30/2014		**Three Months Ended 09/30/2013**	
(in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Acquired loans and leases with no related allowance				
Commercial and industrial				
Commercial and industrial other	343	0	1,327	0
Commercial real estate				
Commercial real estate other	1,312	0	2,764	5
Residential real estate other	290	0	85	0
Subtotal	$1,945	$ 0	$4,176	$ 5
Acquired loans and leases with related allowance				

Commercial and industrial				
Commercial and industrial other	449	0	0	0
Commercial real estate				
Commercial real estate other	271	0	701	0
Subtotal	$720	$ 0	$701	$ 0
Total	$2,665	$ 0	$4,877	$ 5

(in thousands)	**Nine Months Ended 09/30/2014** Average Recorded Investment	Interest Income Recognized	**Nine Months Ended 09/30/2013** Average Recorded Investment	Interest Income Recognized
Originated loans and leases with no related allowance				
Commercial and industrial				
Commercial and industrial other	1,636	0	4,057	0
Commercial real estate				
Construction	0	0	6,374	0
Commercial real estate other	7,871	42	12,892	0
Residential real estate				
Residential real estate other	1,038	0	1,047	0
Subtotal	$10,545	$ 42	$24,370	$ 0
Originated loans and leases with related allowance				
Commercial and industrial				
Commercial and industrial other	511	7	1,560	0
Commercial real estate				
Commercial real estate other	0	0	319	0
Subtotal	$511	$ 7	$1,879	$ 0
Total	$11,056	$ 49	$26,249	$ 0

(in thousands)	**Nine Months Ended 09/30/2014** Average Recorded Investment	Interest Income Recognized	**Nine Months Ended 09/30/2013** Average Recorded Investment	Interest Income Recognized
Acquired loans and leases with no related allowance				
Commercial and industrial				
Commercial and industrial other	346	0	2,783	5
Commercial real estate				
Commercial real estate other	1,333	0	2,785	31
Residential real estate				
Residential real estate other	290	0	85	0
Subtotal	$1,969	$ 0	$5,653	$ 36
Acquired loans and leases with related allowance				
Commercial and industrial				
Commercial and industrial other	454	0	0	0
Commercial real estate				
Commercial real estate other	271	0	0	0
Residential real estate				

Residential real estate other	0	0	718	4
Subtotal	$725	$ 0	$718	$ 4
Total	$2,694	$ 0	$6,371	$ 40

Loans are considered modified in a TDR when, due to a borrower's financial difficulties, the Company makes a concession(s) to the borrower that it would not otherwise consider. These modifications may include, among others, an extension for the term of the loan, and granting a period when interest-only payments can be made with the principal payments made over the remaining term of the loan or at maturity.

There we no loans modified in a TDR for the quarter ending September 30, 2014.

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The following tables present information on loans modified in troubled debt restructuring during the periods indicated.

September 30, 2013	Three months ended			Defaulted TDRs[4]	
(in thousands)	**Number of Loans**	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**	**Number of Loans**	**Post-Modification Outstanding Recorded Investment**
Commercial and industrial					
Commercial and industrial other[1]	4	$ 1,275	1,275	0	$ 0
Commercial real estate					
Commercial real estate other[2]	6	1,530	1,530	0	0
Residential real estate					
Residential real estate other[3]	1	195	195	0	0
Total	11	$ 3,000	3,000	0	$ 0

[1] Represents the following concessions: extension of term and reduction of rate (3 loans: $1.2 million) and extended term (1 loan: $87,000)
[2] Represents the following concessions: extension of term and reduction of rate
[3] Represents the following concessions: extension of term and reduction of rate
[4] TDRs that defaulted in the quarter

ended September 30, 2013 that had been restructured in the prior twelve months.

September 30, 2014	Nine months ended				Defaulted TDRs[3]		
(in thousands)	**Number of Loans**		**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**	**Number of Loans**		**Post-Modification Outstanding Recorded Investment**
Commercial and industrial							
Commercial and industrial other[1]	1	$	88	88	0	$	0
Commercial real estate							
Commercial real estate other[2]	1	$	480	480	1	$	63
Residential real estate							
Residential real estate other	0		0	0	1		195
Total	2	$	568	568	2	$	258

[1] Represents the following concessions: extension of term and reduction of rate

[2] Represents the following concessions: extension of term and reduction of rate

[3] TDRs that defaulted during the nine months ended September 30, 2014, that had been restructured in the prior twelve months.

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September 30, 2013	Nine months ended			Defaulted TDRs[4]	
(in thousands)	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Post-Modification Outstanding Recorded Investment
Commercial and industrial					
Commercial and industrial other[1]	6	$ 1,414	1,414	0	$ 0
Commercial real estate					
Commercial real estate other[2]	9	1,901	1,901	0	0
Residential real estate					
Residential real estate other[3]	1	195	195	0	0
Total	16	$ 3,510	3,510	0	$ 0

[1] Represents the following concessions: extension of term and reduction in rate (5 loans: $1.3 million) and extended term (1 loan: $87,000)

[2] Represents the following concessions: extension of term and reduction of rate (8 loans: $1.8 million) and extension of term (1 loan: $129,000)

[3] Represents the following concessions: extension of term and reduction of rate

[4] TDRs that defaulted during the nine months ended September 30, 2013, that had been restructured in the prior twelve months.

The following tables present credit quality indicators (internal risk grade) by class of commercial and industrial loans and commercial real estate loans as of September 30, 2014 and December 31, 2013.

September 30, 2014 (in thousands)	Commercial and Industrial Other	Commercial and Industrial Agriculture	Commercial Real Estate Other	Commercial Real Estate Agriculture	Commercial Real Estate Construction	**Total**
Originated Loans and Leases						
Internal risk grade:						
Pass	$ 608,164	$ 49,405	$ 930,551	$ 56,540	$ 48,207	$ 1,692,867
Special Mention	11,146	197	12,503	227	3,781	27,854
Substandard	7,980	226	17,292	391	0	25,889
Total	$ 627,290	$ 49,828	$ 960,346	$ 57,158	$ 51,988	$ 1,746,610

September 30, 2014

	Commercial	**Commercial**	**Commercial**	**Commercial**	**Commercial**

(in thousands)	**and Industrial Other**	**and Industrial Agriculture**	**Real Estate Other**	**Real Estate Agriculture**	**Real Estate Construction**	**Total**
Acquired Loans and Leases						
Internal risk grade:						
Pass	$99,323	$0	$296,680	$3,182	$37,986	$437,171
Special Mention	109	0	7,496	0	0	7,605
Substandard	3,169	0	17,538	0	3,327	24,034
Total	$102,601	$0	$321,714	$3,182	$41,313	$468,810

December 31, 2013

(in thousands)	Commercial and Industrial Other	Commercial and Industrial Agriculture	Commercial Real Estate Other	Commercial Real Estate Agriculture	Commercial Real Estate Construction	**Total**
Originated Loans and Leases						
Internal risk grade:						
Pass	$ 531,293	$ 72,997	$ 869,488	$ 52,054	$ 36,396	$1,562,228
Special Mention	20,688	100	17,536	123	3,918	42,365
Substandard	10,458	1,691	16,296	450	6,127	35,022
Total	$ 562,439	$ 74,788	$ 903,320	$ 52,627	$ 46,441	$1,639,615

December 31, 2013

(in thousands)	**Commercial and Industrial Other**	**Commercial and Industrial Agriculture**	**Commercial Real Estate Other**	**Commercial Real Estate Agriculture**	**Commercial Real Estate Construction**	**Total**
Acquired Loans and Leases						
Internal risk grade:						
Pass	$116,160	$0	$363,427	$1,150	$5,809	$486,546
Special Mention	3,821	0	11,516	1,985	0	17,322
Substandard	8,522	0	22,028	0	3,011	33,561
Total	$128,503	$0	$396,971	$3,135	$8,820	$537,429

The following tables present credit quality indicators by class of residential real estate loans and by class of consumer loans. Nonperforming loans include nonaccrual, impaired, and loans 90 days past due and accruing interest. All other loans are considered performing as of September 30, 2014 and December 31, 2013. For purposes of this footnote, acquired loans that were recorded at fair value at the acquisition date and are 90 days or greater past due are considered performing.

September 30, 2014

(in thousands)	Residential Home Equity	Residential Mortgages	Consumer Indirect	Consumer Other	Total
Originated Loans and Leases					
Performing	$ 181,384	$ 678,804	$ 18,753	$ 33,947	$912,888
Nonperforming	1,610	7,185	72	380	9,247
Total	$ 182,994	$ 685,989	$ 18,825	$ 34,327	$922,135

September 30, 2014

(in thousands)	Residential Home Equity	Residential Mortgages	Consumer Indirect	Consumer Other	Total
Acquired Loans and Leases					
Performing	$ 57,626	$ 31,612	$ 0	$ 1,119	$90,357
Nonperforming	833	1,588	0	0	2,421
Total	$ 58,459	$ 33,200	$ 0	$ 1,119	$92,778

December 31, 2013

(in thousands)	Residential Home Equity	Residential Mortgages	Consumer Indirect	Consumer Other	Total
Originated Loans and Leases					
Performing	$ 170,270	$ 651,139	$ 20,986	$ 32,274	$874,669
Nonperforming	1,539	7,827	216	38	9,620
Total	$ 171,809	$ 658,966	$ 21,202	$ 32,312	$884,289

December 31, 2013

(in thousands)	Residential Home Equity	Residential Mortgages	Consumer Indirect	Consumer Other	Total
Acquired Loans and Leases					
Performing	$ 65,339	$ 33,014	$ 5	$ 1,219	$99,577
Nonperforming	1,844	2,322	0	0	4,166
Total	$ 67,183	$ 35,336	$ 5	$ 1,219	$103,743

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7. FDIC Indemnification Asset Related to Covered Loans

Certain loans acquired in the VIST Financial acquisition were covered loans with loss share agreements with the FDIC. Under the terms of loss sharing agreements, the FDIC will reimburse the Company for 70 percent of net losses on covered single family assets up to $4.0 million, and 70 percent of net losses incurred on covered commercial assets up to $12.0 million. The FDIC will increase its reimbursement of net losses to 80 percent if net losses exceed the $4.0 million and $12 million thresholds, respectively. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on non-residential real estate loans is five years in respect to losses and eight years in respect to loss recoveries.

The receivable arising from the loss sharing agreements (referred to as the “FDIC indemnification asset” on our consolidated statements of financial condition) is measured separately from covered loans because the agreements are not contractually part of the covered loans and are not transferable should the Company choose to dispose of the covered loans. As of the acquisition date with VIST Financial, the Company recorded an aggregate FDIC indemnification asset of $4.4 million, consisting of the present value of the expected future cash flows the Company expected to receive from the FDIC under loss sharing agreements. The FDIC indemnification asset is reduced as loss sharing payments are received from the FDIC for losses realized on covered loans. Actual or expected losses in excess of the acquisition date estimates and accretion of the acquisition date present value discount will result in an increase in the FDIC indemnification asset and the immediate recognition of non-interest income in our financial statements.

A decrease in expected losses would generally result in a corresponding decline in the FDIC indemnification asset and the non-accretable difference. Reductions in the FDIC indemnification asset due to actual or expected losses that are less than the acquisition date estimates are recognized prospectively over the shorter of (i) the estimated life of the applicable covered loans or (ii) the term of the loss sharing agreements with the FDIC.

Changes in the FDIC indemnification asset during the nine months ended September 30, 2014 are shown below.

Nine months ended September 30, 2014

(in thousands)	Nine Months Ended
Balance, beginning of the period	$4,790
Discount accretion of the present value at the acquisition date	44
Prospective adjustment for additional cash flows	(1,520)
Increase due to impairment on covered loans	0
Reimbursements from the FDIC	(1,016)

Balance, end of period	$2,298

8. Earnings Per Share

Earnings per share in the table below, for the three and nine month periods ending September 30, 2014 and 2013 are calculated under the two-class method as required by ASC Topic 260, Earnings Per Share. ASC 260 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The Company has issued restricted stock awards that contain such rights and are therefore considered participating securities. Basic earnings per common share are calculated by dividing net income allocable to common stock by the weighted average number of common shares, excluding participating securities, during the period. Diluted earnings per common share include the dilutive effect of additional potential shares from stock compensations awards.

(in thousands, except share and per share data)	Three Months Ended 09/30/2014	09/30/2013
Basic		
Net income available to common shareholders	$13,722	$14,049
Less: dividends and undistributed earnings allocated to unvested restricted stock awards	(119)	(137)
Net earnings allocated to common shareholders	13,603	13,912
Weighted average shares outstanding, including participating securities	14,839,663	14,658,056
Less: average participating securities	(127,954)	(143,003)
Weighted average shares outstanding - Basic	14,711,709	14,515,053
Diluted		
Net earnings allocated to common shareholders	13,603	13,912
Weighted average shares outstanding - Basic	14,711,709	14,515,053
Dilutive effect of common stock options or restricted stock awards	83,634	107,459
Weighted average shares outstanding - Diluted	14,795,343	14,622,512
Basic EPS	0.92	0.96
Diluted EPS	0.92	0.95

The dilutive effect of common stock options or restricted awards calculation for the three months ended September 30, 2014 and 2013 excludes stock options, stock appreciation rights and restricted stock awards covering an aggregate of 208,324 and 221,525 shares, respectively, because the exercise prices were greater than the average market price during these periods.

(in thousands, except share and per share data)	Nine Months Ended 09/30/2014	09/30/2013
Basic		
Net income available to common shareholders	$39,352	$36,565
Less: dividends and undistributed earnings allocated to unvested restricted stock awards	(353)	(284)
Net earnings allocated to common shareholders	38,999	36,281
Weighted average shares outstanding, including participating securities	14,821,992	14,539,728
Less: average participating securities	(133,066)	(99,794)
Weighted average shares outstanding - Basic	14,688,926	14,439,934
Diluted		
Net earnings allocated to common shareholders	38,999	36,281
Weighted average shares outstanding - Basic	14,688,926	14,439,934

Dilutive effect of common stock options or restricted stock awards	108,594	80,848
Weighted average shares outstanding - Diluted	14,797,520	14,520,782
Basic EPS	2.65	2.51
Diluted EPS	2.64	2.50

The dilutive effect of common stock options or restricted awards calculation for the nine months ended September 30, 2014 and 2013 excludes stock options, stock appreciation rights and restricted stock awards covering an aggregate of 116,527 and 283,725 shares, respectively, because the exercise prices were greater than the average market price during these periods.

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9. Other Comprehensive Income (Loss)

The following table presents reclassifications out of the accumulated other comprehensive income for the three and nine month periods ended September 30, 2014 and 2013.

	Three months ended September 30, 2014		
(in thousands)	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
Available-for-sale securities:			
Change in net unrealized gain/loss during the period	$(6,871)	$ 2,748	$(4,123)
Reclassification adjustment for net realized gain on sale of available-for-sale securities included in net income	(20)	8	(12)
Net unrealized losses	(6,891)	2,756	(4,135)
Employee benefit plans:			
Amortization of net retirement plan actuarial gain	266	(107)	159
Amortization of net retirement plan prior service cost	1	0	1
Employee benefit plans	267	(107)	160
Other comprehensive (loss) income	$(6,624)	$ 2,649	$(3,975)

	Three months ended September 30, 2013		
(in thousands)	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
Available-for-sale securities:			
Change in net unrealized gain/loss during the period	$(531)	$ 213	$(318)
Reclassification adjustment for net realized gain on sale of available-for-sale securities included in net income	(281)	112	(169)
Reclassification adjustment for credit impairment on available-for-sale			
Net unrealized losses	(812)	325	(487)
Employee benefit plans:			
Amortization of net retirement plan actuarial loss	645	(258)	387
Amortization of net retirement plan prior service cost	14	(6)	8
Amortization of net retirement plan transition liability	13	(5)	8
Employee benefit plans	672	(269)	403
Other comprehensive (loss) income	$(140)	$ 56	$(84)

(in thousands)	Nine months ended September 30, 2014		
	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
Available-for-sale securities:			
Change in net unrealized gain/loss during the period	$13,195	$ (5,277)	$7,918
Reclassification adjustment for net realized gain on sale of available-for-sale securities included in net income	(151)	61	(90)
Net unrealized gains	13,044	(5,216)	7,828
Employee benefit plans:			
Amortization of net retirement plan actuarial gain	798	(319)	479
Amortization of net retirement plan prior service cost	3	(1)	2
Employee benefit plans	801	(320)	481
Other comprehensive income (loss)	$13,845	$ (5,536)	$8,309

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(in thousands)	Nine months ended September 30, 2013		
	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
Available-for-sale securities:			
Change in net unrealized gain/loss during the period	$(44,028)	$ 17,608	$(26,420)
Reclassification adjustment for net realized gain on sale of available-for-sale securities included in net income	(723)	289	(434)
Reclassification adjustment for credit impairment on available-for-sale			
Net unrealized losses	(44,751)	17,897	(26,854)
Employee benefit plans:			
Amortization of net retirement plan actuarial loss	1,934	(774)	1,160
Amortization of net retirement plan prior service cost	44	(18)	26
Amortization of net retirement plan transition liability	38	(15)	23
Employee benefit plans	2,016	(807)	1,209
Other comprehensive (loss) income	$(42,735)	$ 17,090	$(25,645)

The following table presents the activity in our accumulated other comprehensive income for the periods indicated:

(in thousands)	**Available-for-Sale Securities**	**Employee Benefit Plans**	**Accumulated Other Comprehensive Income**
Balance at July 1, 2014	$ 3,606	$ (16,441)	$ (12,835)
Other comprehensive income (loss) before reclassifications	(4,123)	0	(4,123)
Amounts reclassified from accumulated other comprehensive income	(12)	160	148
Net current-period other comprehensive (loss) income	(4,135)	160	(3,975)
Balance at September 30, 2014	$ (529)	$ (16,281)	$ (16,810)
Balance at January 1, 2014	$ (8,357)	$ (16,762)	$ (25,119)
Other comprehensive income (loss) before reclassifications	7,918	0	7,918
Amounts reclassified from accumulated other comprehensive (loss) income	(90)	481	391
Net current-period other comprehensive income	7,828	481	8,309
Balance at September 30, 2014	$ (529)	$ (16,281)	$ (16,810)

(in thousands)	**Available-for-Sale Securities**	**Employee Benefit Plans**	**Accumulated Other Comprehensive Income**
Balance at July 1, 2013	$ (11)	$ (27,656)	$ (27,667)

Other comprehensive (loss) income before reclassifications	(318)	0	(318)
Amounts reclassified from accumulated other comprehensive (loss) income	(169)	403	234
Net current-period other comprehensive (loss) income	(487)	403	(84)
Balance at September 30, 2013	$ (498)	$ (27,253)	$ (27,751)
Balance at January 1, 2013	$ 26,356	$ (28,462)	$ (2,106)
Other comprehensive (loss) income before reclassifications	(26,420)	0	(26,420)
Amounts reclassified from accumulated other comprehensive (loss) income	(434)	1,209	775
Net current-period other comprehensive (loss) income	(26,854)	1,209	(25,645)
Balance at September 30, 2013	$ (498)	$ (27,253)	$ (27,751)

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The following tables present the amounts reclassified out of each component of accumulated other comprehensive income for the three and nine months ended September 30, 2014 and 2013.

Three months ended September 30, 2014 Details about Accumulated other Comprehensive Income Components (in thousands)	**Amount Reclassified from Accumulated Other Comprehensive Income[1]**	Affected Line Item in the Statement Where Net Income is Presented
Available-for-sale securities:		
Unrealized gains and losses on available-for-sale securities	$20	Net gain on securities transactions
	(8)	Tax expense
	12	Net of tax
Employee benefit plans:		
Amortization of the following [2]		
Net retirement plan actuarial loss	(266)	
Net retirement plan prior service cost	(1)	
	(267)	Total before tax
	107	Tax benefit
	(160)	Net of tax

Nine months ended September 30, 2014 Details about Accumulated other Comprehensive Income Components (in thousands)	**Amount Reclassified from Accumulated Other Comprehensive Income[1]**	Affected Line Item in the Statement Where Net Income is Presented
Available-for-sale securities:		
Unrealized gains and losses on available-for-sale securities	$151	Net gain on securities transactions
	(61)	Tax expense
	90	Net of tax
Employee benefit plans:		
Amortization of the following [2]		
Net retirement plan actuarial loss	(798)	
Net retirement plan prior service cost	(3)	
	(801)	Total before tax
	320	Tax benefit
	(481)	Net of tax

Three months ended September 30, 2013

Details about Accumulated other Comprehensive Income Components (in thousands)	**Amount Reclassified from Accumulated Other Comprehensive Income[1]**		Affected Line Item in the Statement Where Net Income is Presented
Available-for-sale securities:			
Unrealized gains and losses on available-for-sale securities	$281		Net gain on securities transactions
	(112	)	Tax expense
	169		Net of tax
Employee benefit plans:			
Amortization of the following [2]			
Net retirement plan actuarial loss	(645	)	
Net retirement plan prior service cost	(14	)	
Net retirement plan transition liability	(13	)	
	(672	)	Total before tax
	269		Tax benefit
	(403	)	Net of tax

Nine months ended September 30, 2013

Details about Accumulated other Comprehensive Income Components (in thousands)		**Amount Reclassified from Accumulated Other Comprehensive Income[1]**		**Affected Line Item in the Statement Where Net Income is Presented**
Available-for-sale securities:				
Unrealized gains and losses on available-for-sale securities	$	723		Net gain on securities transactions
		(289	)	Tax expense
		434		Net of tax
Employee benefit plans:				
Amortization of the following [2]				
Net retirement plan actuarial loss		(1,934	)	
Net retirement plan prior service cost		(44	)	
Net retirement plan transition liability		(38	)	
		(2,016	)	Total before tax
		807		Tax benefit
		(1,209	)	Net of tax

[1] Amounts in parentheses indicated debits in income statement

[2] The accumulated other comprehensive income components are included in the computation of net periodic benefit cost (See Note 10 - “Employee Benefit Plan”)

10. Employee Benefit Plan

The following table sets forth the amount of the net periodic benefit cost recognized by the Company for the Company's pension plan, post-retirement plan (Life and Health), and supplemental employee retirement plans ("SERP") including the following components: service cost, interest cost, expected return on plan assets for the period, amortization of the unrecognized transitional obligation or transition asset, and the amounts of recognized gains and losses, prior service cost recognized, and gain or loss recognized due to settlement or curtailment.

Components of Net Periodic Benefit Cost

	Pension Benefits		Life and Health		SERP Benefits	
	Three Months Ended		Three Months Ended		Three Months Ended	
(in thousands)	09/30/2014	09/30/2013	09/30/2014	09/30/2013	09/30/2014	09/30/2013
Service cost	$608	$ 729	$50	$ 66	$56	$ 120
Interest cost	767	672	92	86	216	184
Expected return on plan assets	(1,256)	(1,002)	0	0	0	0
Amortization of net retirement plan actuarial loss	215	506	0	24	51	115
Amortization of net retirement plan prior service cost (credit)	(31)	(31)	4	4	28	41
Amortization of net retirement plan transition liability	0	0	0	13	0	0
Net periodic benefit cost	$303	$ 874	$146	$ 193	$351	$ 460

Components of Net Period Benefit Cost

	Pension Benefits		Life and Health		SERP Benefits	
	Nine Months Ended		Nine Months Ended		Nine Months Ended	
(in thousands)	09/30/2014	09/30/2013	09/30/2014	09/30/2013	09/30/2014	09/30/2013
Service cost	$1,825	$ 2,187	$151	$ 199	$167	$ 359
Interest cost	2,302	2,016	275	259	649	553
Expected return on plan assets	(3,768)	(3,007)	0	0	0	0
Amortization of net retirement plan actuarial loss	644	1,517	0	72	154	345
Amortization of net retirement plan prior service cost (credit)	(92)	(92)	12	12	84	124
Amortization of net retirement plan transition liability	0	0	0	38	0	0
Net periodic benefit cost	$911	$ 2,621	$438	$ 580	$1,054	$ 1,381

The net periodic benefit cost for the Company's benefit plans are recorded as a component of salaries and benefits in the consolidated statements of income.

The Company realized approximately $481,000 and $1.2 million, net of tax, as amortization of amounts previously recognized in accumulated other comprehensive income, for the nine months ended September 30, 2014 and 2013, respectively.

The Company is not required to contribute to the pension plan in 2014, but it may make voluntary contributions. The Company did not contribute to the pension plan in the nine months ended September 30, 2014 or 2013.

11. Other Income and Operating Expense

Other income and operating expense totals are presented in the table below. Components of these totals exceeding 1% of the aggregate of total noninterest income and total noninterest expenses for any of the years presented below are stated separately.

	Three Months Ended		Nine Months Ended	
(in thousands)	09/30/2014	09/30/2013	09/30/2014	09/30/2013
Noninterest Income				
Other service charges	$708	$ 959	$2,511	$ 2,569
Increase in cash surrender value of corporate owned life insurance	456	444	1,431	1,482
Net gain on sale of loans	125	115	345	212
Other income	603	1,854	1,842	3,285
Total other income	$1,892	$ 3,372	$6,129	$ 7,548
Noninterest Expenses				
Marketing expense	$1,029	$ 1,055	$3,448	$ 3,597
Professional fees	1,585	1,490	4,484	4,255
Legal fees	130	410	1,191	1,532
Software licensing and maintenance	1,196	1,082	3,512	3,642
Cardholder expense	678	827	2,076	2,363
Other expenses	5,805	4,679	15,800	14,321
Total other operating expense	$10,423	$ 9,543	$30,511	$ 29,710

12. Financial Guarantees

The Company currently does not issue any guarantees that would require liability recognition or disclosure, other than standby letters of credit. The Company extends standby letters of credit to its customers in the normal course of business. The standby letters of credit are generally short-term. As of September 30, 2014, the Company’s maximum potential obligation under standby letters of credit was $60.5 million compared to $62.6 million at December 31, 2013. Management uses the same credit policies to extend standby letters of credit that it uses for on-balance sheet lending decisions and may require collateral to support standby letters of credit based upon its evaluation of the counterparty. Management does not anticipate any significant losses as a result of these transactions, and has determined that the fair value of standby letters of credit is not significant.

13. Segment and Related Information

The Company manages its operations through three reportable business segments in accordance with the standards set forth in FASB ASC 280, "Segment Reporting": (i) banking ("Banking"), (ii) insurance ("Tompkins Insurance Agencies, Inc.") and (iii) wealth management ("Tompkins Financial Advisors"). The Company's insurance services and wealth management services, other than trust services, are managed separately from the Banking segment.

Banking

The Banking segment is primarily comprised of the four banking subsidiaries: Tompkins Trust Company, a commercial bank with fifteen banking offices located in Ithaca, NY and surrounding communities; The Bank of Castile, a commercial bank with sixteen banking offices located in the Genesee Valley region of New York State as well as Monroe County; Mahopac Bank, a commercial bank with fifteen full-service banking offices and one limited service office in the counties north of New York City; and VIST Bank, a banking organization with twenty banking offices headquartered and operating in the areas surrounding southeastern Pennsylvania.

Insurance

The Company provides property and casualty insurance services and employee benefits consulting through Tompkins Insurance Agencies, Inc., a 100% wholly-owned subsidiary of the Company, headquartered in Batavia, New York. Tompkins Insurance is an independent insurance agency, representing many major insurance carriers and provides employee benefit consulting to employers in Western and Central New York, assisting them with their medical, group life insurance and group disability insurance. Through the 2012 acquisition of VIST Financial, Tompkins Insurance expanded its operations with the addition of VIST Insurance, a full service insurance agency offering a similar array of insurance products as Tompkins Insurance in southeastern Pennsylvania.

Wealth Management

The Wealth Management segment is generally organized under the Tompkins Financial Advisors brand. Tompkins Financial Advisors offers a comprehensive suite of financial services to customers, including trust and estate services, investment management and financial and insurance planning for individuals, corporate executives, small business owners and high net worth individuals. Tompkins Financial Advisors has offices in each of the Company's four subsidiary banks.

Summarized financial information concerning the Company's reportable segments and the reconciliation to the Company's consolidated results is shown in the following table. Investment in subsidiaries is netted out of the presentations below. The "Intercompany" column identifies the intercompany activities of revenues, expenses and other assets between the banking, insurance and wealth management services segments. The Company accounts for intercompany fees and services at an estimated fair value according to regulatory requirements for the services provided. Intercompany items relate primarily to the use of human resources, information systems, accounting and marketing services provided by any of the banks and the holding company. All other accounting policies are the same as those described in the summary of significant accounting policies in the 2013 Annual Report on Form 10-K.

As of and for the three months ended September 30, 2014

(in thousands)	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	$46,583	$1	$35	$(1)	$46,618
Interest expense	5,044	0	0	(1)	5,043
Net interest income	41,539	1	35	0	41,575
Provision for loan and lease losses	(59)	0	0	0	(59)
Noninterest income	6,607	7,555	3,746	(353)	17,555
Noninterest expense	30,129	5,977	2,784	(353)	38,537
Income before income tax expense	18,076	1,579	997	0	20,652
Income tax expense	5,903	653	341	0	6,897
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	12,173	926	656	0	13,755
Less: Net income attributable to noncontrolling interests	33	0	0	0	33
Net Income attributable to Tompkins Financial Corporation	$12,140	$926	$656	$0	$13,722
Depreciation and amortization	$1,320	$75	$36	$0	$1,431
Assets	5,049,237	34,742	13,634	(6,694)	5,090,919
Goodwill	64,500	19,662	8,081	0	92,243
Other intangibles, net	9,681	4,987	538	0	15,206
Net loans and leases	3,229,683	0	0	0	3,229,683
Deposits	4,219,127	0	0	(6,267)	4,212,860
Total Equity	453,317	27,177	10,117	0	490,611

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As of and for the three months ended September 30, 2013

(in thousands)	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	$46,334	$2	$ 45	$ (2)	$46,379
Interest expense	5,908	0	0	(2)	5,906
Net interest income	40,426	2	45	0	40,473
Provision for loan and lease losses	2,049	0	0	0	2,049
Noninterest income	7,956	7,077	3,877	(382)	18,528
Noninterest expense	29,552	5,532	2,852	(382)	37,554
Income before income tax expense	16,781	1,547	1,070	0	19,398
Income tax expense	4,308	646	362	0	5,316
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	12,473	901	708	0	14,082
Less: Net income attributable to noncontrolling interests	33	0	0	0	33
Net Income attributable to Tompkins Financial Corporation	$12,440	$901	$ 708	$ 0	$14,049
Depreciation and amortization	$1,310	$51	$ 33	$ 0	$1,394
Assets	4,894,161	34,087	12,702	(8,522)	4,932,428
Goodwill	64,500	19,559	8,081	0	92,140
Other intangibles, net	11,070	5,150	621	0	16,841
Net loans and leases	3,092,904	0	0	0	3,092,904
Deposits	3,980,890	0	0	(8,134)	3,972,756
Total Equity	408,102	25,524	10,650	0	444,276

For the nine months ended September 30, 2014

(in thousands)	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	$137,703	$5	$ 100	$ (5)	$ 137,803
Interest expense	15,688	2	0	(5)	15,685
Net interest income	122,015	3	100	0	122,118
Provision for loan and lease losses	751	0	0	0	751
Noninterest income	19,835	21,918	11,990	(1,034)	52,709
Noninterest expense	90,560	17,541	8,608	(1,034)	115,675
Income before income tax expense	50,539	4,380	3,482	0	58,401
Income tax expense	15,982	1,776	1,193	0	18,951
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	34,557	2,604	2,289	0	39,450
Less: Net income attributable to noncontrolling interests	98	0	0	0	98
Net Income attributable to Tompkins Financial Corporation	$34,459	$2,604	$ 2,289	$ 0	$ 39,352
Depreciation and amortization	$3,909	$184	$ 110	$ 0	$ 4,203

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For the nine months ended September 30, 2013

(in thousands)	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	$136,647	$5	$ 149	$ (5)	$ 136,796
Interest expense	18,297	0	0	(5)	18,292
Net interest income	118,350	5	149	0	118,504
Provision for loan and lease losses	5,576	0	0	0	5,576
Noninterest income	20,410	21,371	11,813	(1,135)	52,459
Noninterest expense	88,555	16,589	8,842	(1,135)	112,851
Income before income tax expense	44,629	4,787	3,120	0	52,536
Income tax expense	12,883	1,935	1,055	0	15,873
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	31,746	2,852	2,065	0	36,663
Less: Net income attributable to noncontrolling interests	98	0	0	0	98
Net Income attributable to Tompkins Financial Corporation	$31,648	$2,852	$ 2,065	$ 0	$ 36,565
Depreciation and amortization	$4,021	$160	$ 103	$ 0	$ 4,284

14. Fair Value

FASB ASC Topic 820, *Fair Value Measurements and Disclosures,* defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. FASB ASC Topic 820 also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Transfers between levels, when determined to be appropriate, are recognized at the end of each reporting period.

The three levels of the fair value hierarchy under FASB ASC Topic 820 are:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – 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, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013, segregated by the level of valuation inputs within the fair value hierarchy used to measure fair value.

Recurring Fair Value Measurements
September 30, 2014

(in thousands)	**Total**	**(Level 1)**	**(Level 2)**	**(Level 3)**
Trading securities				
Obligations of U.S. Government sponsored entities	$7,631	$ 0	$7,631	$0
Mortgage-backed securities – residential				
U.S. Government sponsored entities	1,842	0	1,842	0
Available-for-sale securities				
Obligations of U.S. Government sponsored entities	590,894	0	590,894	0
Obligations of U.S. states and political subdivisions	70,502	0	70,502	0
Mortgage-backed securities – residential, issued by:				
U.S. Government agencies	119,717	0	119,717	0
U.S. Government sponsored entities	589,779	0	589,779	0
Non-U.S. Government agencies or sponsored entities	280	0	280	0
U.S. corporate debt securities	2,163	0	2,163	0
Equity securities	1,421	0	0	1,421
Borrowings				
Other borrowings	11,032	0	11,032	0

The change in the fair value of the $1.4 million of available-for-sale securities valued using significant unobservable inputs (level 3), between January 1, 2014 and September 30, 2014 was immaterial.

Recurring Fair Value Measurements
December 31, 2013

(in thousands)	Total	(Level 1)	(Level 2)	(Level 3)
Trading securities				
Obligations of U.S. Government sponsored entities	$8,275	$ 0	$8,275	$0
Mortgage-backed securities – residential				
U.S. Government sponsored entities	2,716	0	2,716	0
Available-for-sale securities		.		
Obligations of U.S. Government sponsored entities	556,345	0	556,345	0
Obligations of U.S. states and political subdivisions	67,962	0	67,962	0
Mortgage-backed securities – residential, issued by:				
U.S. Government agencies	146,678	0	146,678	0
U.S. Government sponsored entities	577,472	0	577,472	0
Non-U.S. Government agencies or sponsored entities	311	0	311	0
U.S. corporate debt securities	4,633	0	4,633	0
Equity securities	1,410	0	0	1,410
Borrowings				
Other borrowings	11,292	0	11,292	0

The change in the fair value of the $1.4 million of available-for-sale securities valued using significant unobservable inputs (level 3), between January 1, 2013 and December 31, 2013 was immaterial.

There were no transfers between Levels 1, 2 and 3 for the three months ended September 30, 2014.

The Company determines fair value for its trading securities using independently quoted market prices. The Company determines fair value for its available-for-sale securities using an independent bond pricing service for identical assets or very similar securities. The Company has reviewed the pricing sources, including methodologies used, and finds them to be fairly stated.

Fair values of borrowings are estimated using Level 2 inputs based upon observable market data. The Company determines fair value for its borrowings using a discounted cash flow technique based upon expected cash flows and current spreads on FHLB advances with the same structure and terms. The Company also receives pricing information from third parties, including the FHLB. The pricing obtained is considered representative of the transfer price if the liabilities were assumed by a third party. The Company's potential credit risk did not have a material impact on the quoted settlement prices used in measuring the fair value of the FHLB borrowings at September 30, 2014.

Certain assets are measured at fair value on a nonrecurring basis. For the Company, these include loans held for sale, collateral dependent impaired loans, and other real estate owned ("OREO"). During the third quarter of 2014, certain collateral dependent impaired loans were remeasured and reported at fair value through a specific valuation allowance and/or partial charge-offs for loan and lease losses based upon the fair value of the underlying collateral. Collateral values are estimated using Level 2 inputs based upon observable market data. In addition to collateral dependent impaired loans, certain other real estate owned were remeasured and reported at fair value based upon the fair value of the underlying collateral. The fair values of other real estate owned are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria. In general, the fair values of other real estate owned are based upon appraisals, with discounts made to reflect estimated costs to sell the real estate. Upon initial recognition, fair value write-downs on other real estate owned are taken through a charge-off to the allowance for loan and lease losses. Subsequent fair value write-downs on other real estate owned are reported in other noninterest expense.

Three months ended September 30, 2014

		Fair value measurements at reporting date using:			Gain (losses) from fair value changes
	As of	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Three months ended
Assets:	09/30/2014	(Level 1)	(Level 2)	(Level 3)	09/30/2014
Impaired Loans	$ 8,149	$ 0	$ 8,149	$ 0	$ (67)
Other real estate owned	2,689	0	2,689	0	10

Three months ended September 30, 2013

		Fair value measurements at reporting date using:			Gain (losses) from fair value changes
	As of	Quoted prices in active markets	Significant other observable inputs	Significant unobservable inputs	Three months ended

Assets:	09/30/2013	for identical assets (Level 1)	(Level 2)	(Level 3)	09/30/2013
Impaired Loans	$ 5,405	$ 0	$ 5,405	$ 0	$ (650)
Other real estate owned	2,718	0	2,718	0	(56)

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Nine months ended September 30, 2014

		Fair value measurements at reporting date using:			Gain (losses) from fair value changes
	As of	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Nine months ended
Assets:	09/30/2014	(Level 1)	(Level 2)	(Level 3)	09/30/2014
Impaired Loans	$ 9,226	$ 0	$ 9,226	$ 0	$ (252)
Other real estate owned	5,182	0	5,182	0	(32)

Nine months ended September 30, 2013

		Fair value measurements at reporting date using:			Gain (losses) from fair value changes
	As of	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Nine months ended
Assets:	09/30/2013	(Level 1)	(Level 2)	(Level 3)	09/30/2013
Impaired Loans	$ 10,530	$ 0	$ 10,530	$ 0	$ (884)
Other real estate owned	1,625	0	1,625	0	(247)

The following table presents the carrying amounts and estimated fair values of the Company’s financial instruments at September 30, 2014 and December 31, 2013. The carrying amounts shown in the table are included in the Consolidated Statements of Condition under the indicated captions.

The fair value estimates, methods and assumptions set forth below for the Company’s financial instruments, including those financial instruments carried at cost, are made solely to comply with disclosures required by generally accepted accounting principles in the United States and do not always incorporate the exit-price concept of fair value prescribed by ASC Topic 820-10 and should be read in conjunction with the financial statements and notes included in this Report.

Estimated Fair Value of Financial Instruments
September 30, 2014

(in thousands)	Carrying Amount	Fair Value	(Level 1)	(Level 2)	(Level 3)
Financial Assets:					
Cash and cash equivalents	$85,117	$85,117	$85,117	$0	$0
Securities - held to maturity	47,608	48,017	0	48,017	0
FHLB stock	14,838	14,838	0	14,838	0
Accrued interest receivable	16,494	16,494	0	16,494	0
Loans/leases, net[1]	3,229,683	3,248,727	0	9,226	3,239,501
Financial Liabilities:					
Time deposits	$930,796	$932,938	$0	$932,938	$0
Other deposits	3,282,064	3,282,064	0	3,282,064	0
Fed funds purchased and securities sold under agreements to repurchase	128,368	132,383	0	132,383	0
Other borrowings	155,477	155,739	0	155,739	0
Accrued interest payable	1,827	1,827	0	1,827	0
Trust preferred debentures	37,298	43,904	0	43,904	0

Estimated Fair Value of Financial Instruments

December 31, 2013

(in thousands)	Carrying Amount	Fair Value	(Level 1)	(Level 2)	(Level 3)
Financial Assets:					
Cash and cash equivalents	$82,884	$82,884	$82,884	$0	$0
Securities - held to maturity	18,980	19,625	0	19,625	0
FHLB and FRB stock	25,041	25,041	0	25,041	0
Accrued interest receivable	16,586	16,586	0	16,586	0
Loans/leases, net[1]	3,166,314	3,201,837	0	6,846	3,194,991
Financial Liabilities:					
Time deposits	$865,702	$870,857	$0	$870,857	$0
Other deposits	3,081,514	3,081,514	0	3,081,514	0
Fed funds purchased and securities sold under agreements to repurchase	167,724	173,425	0	173,425	0
Other borrowings	320,239	326,193	0	326,193	0
Accrued interest payable	2,121	2,121	0	2,121	0
Trust preferred debentures	37,169	41,673	0	41,673	0

[1] Lease receivables, although excluded from the scope of ASC Topic 825, are included in the estimated fair value amounts at their carrying value.

The following methods and assumptions were used in estimating fair value disclosures for financial instruments.

Cash and Cash Equivalents: The carrying amounts reported in the Consolidated Statements of Condition for cash, noninterest-bearing deposits, money market funds, and Federal funds sold approximate the fair value of those assets.

Securities: Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities, mortgage-backed securities-residential, obligations of U.S. states and political subdivisions, and U.S. corporate debt securities are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.

Loans and Leases: The fair values of residential loans are estimated using discounted cash flow analyses, based upon available market benchmarks for rates and prepayment assumptions. The fair values of commercial and consumer loans are estimated using discounted cash flow analyses, based upon interest rates currently offered for loans and leases with similar terms and credit quality. The fair value of loans held for sale are determined based upon contractual prices for loans with similar characteristics.

FHLB STOCK: The carrying amount of FHLB stock approximates fair value. If the stock is redeemed, the Company will receive an amount equal to the par value of the stock. For miscellaneous equity securities, carrying value is cost.

ACCRUED INTEREST RECEIVABLE AND ACCRUED INTEREST PAYABLE: The carrying amount of these short term instruments approximate fair value.

Deposits: The fair values disclosed for noninterest bearing accounts and accounts with no stated maturities are equal to the amount payable on demand at the reporting date. The fair value of time deposits is based upon discounted cash flow analyses using rates offered for FHLB advances, which is the Company’s primary alternative source of funds.

Securities Sold Under Agreements to Repurchase: The carrying amounts of repurchase agreements and other short-term borrowings approximate their fair values. Fair values of long-term borrowings are estimated using a discounted cash flow approach, based on current market rates for similar borrowings. For securities sold under agreements to repurchase where the Company has elected the fair value option, the Company also receives pricing information from third parties, including the FHLB.

Other Borrowings: The fair values of other borrowings are estimated using discounted cash flow analysis, discounted at the Company’s current incremental borrowing rate for similar borrowing arrangements. For other borrowings where the Company has elected the fair value option, the Company also receives pricing information from third parties, including the FHLB.

TRUST PREFERRED DEBENTURES: The fair value of the trust preferred debentures has been estimated using a discounted cash flow analysis which uses a discount factor of a market spread over current interest rates for similar instruments.

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

BUSINESS

Corporate Overview and Strategic Initiatives

Tompkins Financial Corporation ("Tompkins" or the "Company") is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, insurance, and brokerage services. At September 30, 2014, the Company's subsidiaries included: four wholly-owned banking subsidiaries, Tompkins Trust Company (the "Trust Company"), The Bank of Castile (DBA Tompkins Bank of Castile), Mahopac Bank (formerly known as Mahopac National Bank, DBA Tompkins Mahopac Bank), VIST Bank (DBA Tompkins VIST Bank); and a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. ("Tompkins Insurance"). TFA Wealth Management and the trust division of the Trust Company provide a full array of investment services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. The Company's principal offices are located at The Commons, Ithaca, New York, 14851, and its telephone number is (888) 503-5753. The Company's common stock is traded on the NYSE MKT LLC under the Symbol "TMP."

The Company's strategic initiatives include diversification within its markets, growth of its fee-based businesses, and growth internally and through acquisitions of financial institutions, branches, and financial services businesses. As such, the Company from time to time considers acquiring banks, thrift institutions, branch offices of banks or thrift institutions, or other businesses within markets currently served by the Company or in other locations that would complement the Company's business or its geographic reach. The Company generally targets merger or acquisition partners that are culturally similar and have experienced management and possess either significant market presence or have potential for improved profitability through financial management, economies of scale and expanded services. The Company has pursued acquisition opportunities in the past, and continues to review new opportunities.

Acquisitions

On January 31, 2014, Tompkins Insurance acquired certain assets of Breakthrough Benefits, LLC, an employee benefits company located in Downingtown, Pennsylvania, in a cash transaction. The principal partner continued as an

employee of Tompkins Insurance after the acquisition. The aggregate purchase price for the assets was $350,000. In addition to $210,000 paid at closing, consideration includes two annual post-closing payments of $70,000 payable on subsequent anniversary dates. Payment is contingent upon certain criteria being met, which Tompkins considers to be likely. The purchase price was allocated as follows: goodwill of $103,000, customer related intangibles of $102,000 and a covenant-not-to-compete of $142,000. The value of the customer related intangible is being amortized over 15 years, while the covenant-not-to-compete will be amortized over 5 years commencing with the departure of the principal. The goodwill is not being amortized but will be evaluated annually for impairment. At the end of the third quarter 2014, Tompkins Insurance purchased the employee benefits book of business from Aigen Financial Group, LLC. of Ithaca, New York in a cash transaction. The purchase price of $205,000 was allocated as follows: customer related intangibles of $140,000 and a covenant-not-to-compete of $65,000. The value of the customer related intangible is being amortized over 15 years, while the covenant-not-to-compete will be amortized over 5 years.

Business Segments

Banking services consist primarily of attracting deposits from the areas served by the Company’s four banking subsidiaries’ 66 banking offices (46 offices in New York and 20 offices in Pennsylvania) and using those deposits to originate a variety of commercial loans, consumer loans, real estate loans (including commercial loans collateralized by real estate), and leases. The Company’s lending function is managed within the guidelines of a comprehensive Board-approved lending policy. Reporting systems are in place to provide management with ongoing information related to loan production, loan quality, concentrations of credit, loan delinquencies, and nonperforming and potential problem loans. Banking services also include a full suite of products such as debit cards, credit cards, remote deposit, electronic banking, mobile banking, cash management, and safe deposit services.

Wealth management services consist of investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. Wealth management services are under the trade name Tompkins Financial Advisors. Tompkins Financial Advisors has office locations at all four of the Company’s subsidiary banks.

Insurance services include property and casualty insurance, employee benefit consulting, and life, long-term care and disability insurance. Tompkins Insurance is headquartered in Batavia, New York. Over the past thirteen years, Tompkins Insurance has acquired smaller insurance agencies in the market areas serviced by the Company’s banking subsidiaries and successfully consolidated them into Tompkins Insurance. The VIST Financial acquisition in 2012, which included VIST Insurance, nearly doubled the Company’s annual insurance revenues. In the first quarter of 2014, Tompkins Insurance acquired certain assets of Breakthrough Benefits, LLC, an employee benefits company located in Downingtown, Pennsylvania. Details of this transaction are discussed above. Tompkins Insurance offers services to customers of the Company’s banking subsidiaries by sharing offices with The Bank of Castile, Trust Company, and VIST Bank. In addition to these shared offices, Tompkins Insurance has five stand-alone offices in Western New York, two stand-alone offices in Tompkins County, New York and one stand-alone office in Montgomery County, Pennsylvania.

The Company’s principal expenses are interest on deposits, interest on borrowings, and operating and general administrative expenses, as well as provisions for loan and lease losses. Funding sources, other than deposits, include borrowings, securities sold under agreements to repurchase, and cash flow from lending and investing activities.

Competition

Competition for commercial banking and other financial services is strong in the Company’s market areas. In one or more aspects of its businesses, the Company’s subsidiaries compete with other commercial banks, savings and loan associations, credit unions, finance companies, Internet-based financial services companies, mutual funds, insurance companies, brokerage and investment banking companies, and other financial intermediaries. Some of these competitors have substantially greater resources and lending capabilities and may offer service that the Company does not currently provide. In addition, many of the Company’s non-bank competitors are not subject to the same extensive Federal regulations that govern financial holding companies and Federally-insured banks.

Management believes that a community based financial organization is better positioned to establish personalized financial relationships with both commercial customers and individual households. The Company’s community commitment and involvement in its primary market areas, as well as its commitment to quality and personalized financial services, are factors that contribute to the Company’s competitiveness. Management believes that each of the Company’s subsidiary banks can compete successfully in its primary market areas by making prudent lending decisions quickly and more efficiently than its competitors, without compromising asset quality or profitability, although no assurances can be given that such factors will assure success.

Regulation

Banking, insurance services and wealth management are highly regulated. As a financial holding company with four community banks, a registered investment advisor, and an insurance agency subsidiary, the Company and its subsidiaries are subject to examination and regulation by the Federal Reserve Board ("FRB"), Securities and Exchange Commission ("SEC"), the Federal Deposit Insurance Corporation ("FDIC"), the New York State Department of Financial Services, Pennsylvania Department of Banking and Securities, Financial Industry Regulatory Authority, and the Pennsylvania Insurance Department.

OTHER IMPORTANT INFORMATION

The following discussion is intended to provide an understanding of the consolidated financial condition and results of operations of the Company for the three and nine months ended September 30, 2014. It should be read in conjunction with the Company's Audited Consolidated Financial Statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, and the Unaudited Consolidated Financial Statements and notes thereto included in Part I of this Quarterly Report on Form 10-Q.

Forward-Looking Statements

The Company is making this statement in order to satisfy the “Safe Harbor” provision contained in the Private Securities Litigation Reform Act of 1995. The statements contained in this Quarterly Report on Form 10-Q that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties. Such forward-looking statements are made based on management’s expectations and beliefs concerning future events impacting the Company and are subject to certain uncertainties and factors relating to the Company’s operations and economic environment, all of which are difficult to predict and many of which are beyond the control of the Company. These uncertainties and factors that could cause actual results of the Company to differ materially from those matters expressed and/or implied by such forward-looking statements. The following factors are among those that could cause actual results to differ materially from the forward-looking statements: changes in general economic, market and regulatory conditions; the development of an interest rate environment that may adversely affect the Company’s interest rate spread, other income or cash flow anticipated from the Company’s operations, investment and/or lending activities; changes in laws and regulations affecting banks, insurance companies, bank holding companies and/or financial holding companies, such as the Dodd-Frank Wall Street Reform and Consumer Protection Act and Basel III; technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; governmental and public policy changes, including environmental regulation; protection and validity of intellectual property rights; reliance on large customers; financial resources in the amounts, at the times and on the terms required to support the Company’s future businesses; and other factors discussed elsewhere in this Quarterly Report on Form 10-Q and in other reports we file with the SEC, in particular the “Risk Factors” discussed in Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. In addition, such forward-looking statements could be affected by general industry and market conditions and growth rates, general economic and political conditions, including interest rate and currency exchange rate fluctuations, and other factors.

Critical Accounting Policies

The accounting and reporting policies followed by the Company conform, in all material respects, to accounting principles generally accepted in the United States and to general practices within the financial services industry. In the course of normal business activity, management must select and apply many accounting policies and methodologies and make estimates and assumptions that lead to the financial results presented in the Company’s consolidated financial statements and accompanying notes. There are uncertainties inherent in making these estimates and assumptions, which could materially affect the Company’s results of operations and financial position.

Management considers accounting estimates to be critical to reported financial results if (i) the accounting estimates require management to make assumptions about matters that are highly uncertain, and (ii) different estimates that management reasonably could have used for the accounting estimate in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, could have a material impact on the Company’s financial statements. Management considers the accounting policies relating to the allowance for loan and lease losses (“allowance”), pension and postretirement benefits, the review of the securities portfolio for other-than-temporary impairment, and acquired loans to be critical accounting policies because of the uncertainty and subjectivity involved in these policies and the material effect that estimates related to these areas can have on the Company’s results of operations.

For additional information on critical accounting policies and to gain a greater understanding of how the Company's financial performance is reported, refer to Note 1 – "Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements, and the section captioned "Critical Accounting Policies" in Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. There have been no significant changes in the Company's application of critical accounting policies since December 31, 2013. Refer to Note 3 – "Accounting Standards Updates" in the Notes to Unaudited Consolidated Financial Statements included in Part I of this Quarterly Report on Form 10-Q for a discussion of recent accounting updates.

In this Report there are comparisons of the Company's performance to that of a peer group. Unless otherwise stated, this peer group is comprised of the group of 117 domestic bank holding companies with $3 billion to $10 billion in total assets as defined in the Federal Reserve's "Bank Holding Company Performance Report" for June 30, 2014 (the most recent report available).

OVERVIEW

Net income for the third quarter was $13.7 million or $0.92 diluted earnings per share, compared to $14.0 million or $0.95 diluted earnings per share for the same period in 2013. Net income for the first nine months of 2014 was $39.4 million or $2.64 diluted earnings per share, compared to $36.6 million or $2.50 diluted earnings per share in the first nine months of 2013. Prior period net income was impacted by nonrecurring income and merger related expenses. Third quarter 2013 net income included an after-tax gain of $846,000 related to the redemption of a Trust Preferred Debenture, while net income for the first nine months of 2013 included the after-tax gain of $846,000 partially offset by after-tax merger related expenses of $140,000. Excluding these items, the Company's operating (Non-GAAP) net income for the third quarter of 2013 was $13.2 million or $0.89 diluted per share and for the nine months ended September 30, 2013 was $35.9 million or $2.45 diluted per share.

Return on average assets ("ROA") for the quarter ended September 30, 2014 was 1.08%, compared to 1.10% for the quarter ended September 30, 2013. Return on average shareholders' equity ("ROE") for the third quarter of 2014 was 11.11%, compared to 12.83%, for the same period in 2013. Tompkins' third quarter ROA and ROE compare to the most recent peer average ratios of 0.93% and 8.32%, respectively, published as of June 30, 2014 by the Federal Reserve, ranking Tompkins' ROA in the 62nd percentile and ROE in the 58th percentile of the peer group.

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The following table summarizes our results of operations for the periods indicated on a GAAP basis and on an operating (Non-GAAP) basis for the periods indicated. Our operating results exclude merger and acquisition integration expenses and nonrecurring income and expenses. The Company believes this non-GAAP measure provides a meaningful comparison of our underlying operational performance and facilitates managements' and investors' assessments of business and performance trends in comparison to others in the financial services industry. In addition, the Company believes the exclusion of the nonoperating items from our performance enables management and investors to perform a more effective evaluation and comparison of our results and to assess performance in relation to our ongoing operations (in thousands). These non-GAAP financial measures should not be considered in isolation or as a measure of the Company's profitability or liquidity; they are in addition to, and are not a substitute for, financial measures under GAAP. Net operating income as presented herein may be different from non-GAAP financial measures used by other companies, and may not be comparable to similarly titled measures reported by other companies. Further, the Company may utilize other measures to illustrate performance in the future. Non-GAAP financial measures have limitations since they do not reflect all of the amounts associated with the Company's results of operations as determined in accordance with GAAP.

(in thousands)	**Three months ended 09/30/2014**	**Three months ended 09/30/2013**	**Nine months ended 09/30/2014**	**Nine months ended 09/30/2013**
Net income attributable to Tompkins Financial Corporation	$13,722	$14,049	$39,352	$36,565
Adjustments for non-operating income and expense, net of tax:				
Gain on redemption of trust preferred	0	(846)	0	(846)
Merger and acquisition integration related expenses	0	0	0	140
Total adjustments, net of tax	0	(846)	0	(706)
Net operating income (Non-GAAP)	13,722	13,203	39,352	35,859
Amortization of intangibles, net of tax	311	327	942	990
Adjusted net operating income (Non-GAAP)	14,033	13,530	40,294	36,849
Average total assets	5,058,608	4,897,678	5,023,960	4,921,092
Average goodwill and intangibles	107,525	109,277	107,990	109,995
Average tangible assets	4,951,083	4,788,401	4,915,970	4,811,097
Adjusted operating return on average shareholders' tangible assets (annualized) (Non-GAAP)	1.12 %	1.12 %	1.10 %	1.02 %
Average total shareholders' equity	489,920	434,482	479,579	441,583
Average goodwill and intangibles	107,525	109,277	107,990	109,995
Average shareholders' tangible equity (Non-GAAP)	382,395	325,205	371,589	331,588
Adjusted operating return on average shareholders' tangible equity (annualized) (Non-GAAP)	14.56 %	16.51 %	14.50 %	14.86 %

Segment Reporting

The Company operates in the following three business segments, banking, insurance, and wealth management. Insurance is comprised of property and casualty insurance services and employee benefit consulting operated under the Tompkins Insurance Agencies, Inc. subsidiary. Wealth management activities include the results of the Company’s trust, financial planning, and wealth management services, organized under the Tompkins Financial Advisors brand. All other activities are considered banking.

Banking Segment

The banking segment reported net income of $12.1 million for the third quarter of 2014, down $300,000 or 2.4% from net income of $12.4 million for the same period in 2013. For the nine months ended September 30, 2014, the banking segment reported net income of $34.5 million, up $2.8 million or 8.9% from the same period in 2013.

Net interest income of $41.5 million for the third quarter and $122.0 million for the nine month period ended September 30, 2014 was up 2.8% and 3.1%, respectively over the same periods in 2013. Growth in average earning assets and lower funding costs neutralized the effect of lower asset yields and contributed to favorable year-over-year comparisons. Net interest margin for the nine months ended September 30, 2014 was 3.58% compared to 3.60% for the same period prior year.

The Company recorded a recapture of provision for loan and lease losses totaling $59,000 for the three months ended September 30, 2014 and a $2.0 million expense for the same period in 2013. For the nine month period ended September 30, 2014, provision expense of $751,000, decreased $4.8 million or 86.5% compared to the same period prior year. The decrease in provision expense was largely attributable to improvements in credit quality as well as recoveries of previously charged off loans, partially offset by growth in total loans over prior year.

Noninterest income for the three months ended September 30, 2014 of $6.6 million was down $1.3 million or 17.0% compared to the same period in 2013. For the nine months ended September 30, 2014, noninterest income of $19.8 million was down $575,000 or 2.8% compared to the same period in 2013. Both the third quarter and nine month period ended September 30, 2013 included pre-tax gains of $1.4 million on the redemption of trust preferred securities. Additional contributors to the year-to-date decrease in noninterest income include realized gains on securities transactions (down $572,000), and net mark-to-market gain on liabilities held at fair value (down $283,000). Partially offsetting these items were the following: a decrease in net mark-to-market loss on trading securities (down $291,000); and increases in service charges on deposit accounts (up $824,000), card services income (up $805,000) and gains on the sale of residential mortgage loans (up $133,000).

Noninterest expenses for the third quarter ended September 30, 2014 of $30.1 million were up $577,000 or 2.0% from the same period in 2013. For the nine months ended September 30, 2014, noninterest expenses were up $2.0 million or 2.3% compared to the same period prior year. This increase was primarily related to an increase in the number of employees, normal annual merit and market increases and higher incentive accruals.

Insurance Segment

The insurance segment reported net income of $926,000 for the three months ended September 30, 2014, up $25,000 or 2.8% from the third quarter of 2013. For the nine months ended September 30, 2014, net income of $2.6 million was down $248,000 or 8.7% from the same period in 2013. Noninterest income was up $478,000 or 6.8% for the third quarter and up $547,000 or 2.6% for the nine months ended September 30, 2014, compared to the same periods in 2013. Noninterest expenses for the three months ended September 30, 2014, were up $445,000 or 8.0% compared to the third quarter of 2013. Noninterest expenses for the nine months ended September 30, 2014 of $17.5 million were $952,000 or 5.7% above the same period in 2013. Salaries and benefits costs were the largest contributors to the increase in noninterest expense compared to the same period last year. The increase reflects normal annual merit adjustments and higher incentive accruals.

Wealth Management Segment

The wealth management segment reported net income of $656,000 for the three months ended September 30, 2014, down $52,000 or 7.3% compared to the third quarter of 2013. Net income for the nine months ended September 30, 2014 of $2.3 million was $224,000 or 10.8% above the same period prior year. Noninterest income for the third quarter and nine months ended September 30, 2014 was $3.7 million and $12.0 million, which is down $131,000 or 3.4% from the third quarter of 2013 and up $177,000 or 1.5%, respectively. Noninterest expenses of $2.8 million for the three months ended September 30, 2014, were down $68,000 or 2.4% compared to the same period of 2013. Noninterest expenses of $8.6 million for the nine months ended September 30, 2014 were down $234,000 or 2.6% compared to the same period in 2013. The decline compared to the same periods last year was mainly due to lower incentive based compensation.

Average Consolidated Statements of Condition and Net Interest Analysis (Unaudited)

	Quarter Ended September 30, 2014			Year to Date Period Ended September 30, 2014			Year to Date Period Ended September 30, 2013		
(nts in thousands)	Average Balance		Average	Average Balance		Average	Average Balance		Average
(Dollar amounts in thousands)	(QTD)	Interest	Yield/Rate	(YTD)	Interest	Yield/Rate	(YTD)	Interest	Yield/Rate
ASSETS									
Interest-earning assets									
Interest-bearing balances due from banks	$79	$—	0.00 %	$782	$2	0.34 %	$2,261	$9	0.53 %
Securities (1)									
U.S. Government securities	1,310,291	7,286	2.21 %	1,304,141	22,163	2.27 %	1,334,735	21,269	2.13 %
Trading securities	9,823	102	4.12 %	10,327	321	4.16 %	15,141	472	4.17 %
State and municipal (2)	110,819	1,030	3.69 %	96,992	3,157	4.35 %	97,253	3,750	5.16 %
Other securities (2)	4,259	32	2.98 %	4,571	107	3.13 %	7,996	210	3.51 %
Total securities	1,435,192	8,450	2.34 %	1,416,031	25,748	2.43 %	1,455,125	25,701	2.36 %
FHLBNY and FRB stock	19,252	212	4.37 %	20,192	616	4.08 %	22,051	538	3.26 %
Total loans and leases, net of unearned income (2)(3)	3,240,837	38,765	4.74 %	3,218,371	113,924	4.73 %	3,025,846	113,440	5.01 %
Total interest-earning assets	4,695,860	47,427	4.01 %	4,655,376	140,290	4.03 %	4,505,283	139,688	4.15 %
Other assets	362,748			368,584			415,809		
Total assets	5,058,608			5,023,960			4,921,092		
LIABILITIES & EQUITY									
Deposits									
Interest-bearing deposits									

Interest bearing checking, savings, & money market	2,252,622	1,066	0.19 %	2,265,787	3,276	0.19 %	2,224,540	3,816	0.23 %
Time deposits	913,501	1,760	0.76 %	901,283	5,070	0.75 %	955,284	5,928	0.83 %
Total interest-bearing deposits	3,166,123	2,826	0.35 %	3,167,070	8,346	0.35 %	3,179,824	9,744	0.41 %
Federal funds purchased & securities sold under agreements to repurchase	135,647	683	1.99 %	147,775	2,263	2.05 %	180,939	2,877	2.13 %
Other borrowings	248,633	961	1.53 %	258,578	3,362	1.74 %	211,828	3,634	2.29 %
Trust preferred debentures	37,270	573	6.10 %	37,227	1,714	6.16 %	43,160	2,037	6.31 %
Total interest-bearing liabilities	3,587,673	5,043	0.56 %	3,610,650	15,685	0.58 %	3,615,751	18,292	0.68 %
Noninterest bearing deposits	925,986			879,691			790,557		
Accrued expenses and other liabilities	55,029			54,040			73,201		
Total liabilities	4,568,688			4,544,381			4,479,509		
Tompkins Financial Corporation Shareholders' equity	488,386			478,078			440,082		
Noncontrolling interest	1,534			1,501			1,501		
Total equity	489,920			479,579			441,583		
Total liabilities and equity	$5,058,608			$5,023,960			$4,921,092		
Interest rate spread			3.45 %			3.45 %			3.47 %
Net interest income/margin on earning assets		42,384	3.58 %		124,605	3.58 %		121,396	3.60 %
Tax Equivalent Adjustment		(809)			(2,487)			(2,892)	
		$41,575			$122,118			$118,504	

Net interest income per consolidated financial statements

1 Average balances and yields on available-for-sale securities are based on historical amortized cost

2 Interest income includes the tax effects of taxable-equivalent adjustments using a combined New York State and Federal effective income tax rate of 40% to increase tax exempt interest income to taxable-equivalent basis.

3 Nonaccrual loans are included in the average asset totals presented above. Payment received on nonaccrual loans have been recognized as disclosed in Note 1 of the Company's condensed consolidated financial statements included in Part 1 of the Company's annual report on Form 10-K for the fiscal year ended December 31, 2013.

Net Interest Income

Net interest income is the Company’s largest source of revenue, representing 70.3% and 69.9% of total revenues for the three and nine month periods ended September 30, 2014, compared to 68.6% and 69.3% for the same periods in 2013. Net interest income is dependent on the volume and composition of interest earning assets and interest-bearing liabilities and the level of market interest rates. The above table shows average interest-earning assets and interest-bearing liabilities, and the corresponding yield or cost associated with each.

Taxable-equivalent net interest income for the three and nine months ended September 30, 2014 was up 2.3% and 2.6%, respectively, over the same periods in 2013. Taxable-equivalent net interest income in 2014 benefitted from growth in average earning assets, which increased by 3.6% and 3.3% for the three and nine month periods ended September 30, 2014, and growth in noninterest bearing deposits which increased by 13.6% and 11.3% compared to the same periods prior year. These factors helped to lessen the impact of lower asset yields and maintain a relatively stable net interest margin compared to prior year. The taxable equivalent net interest margin was 3.58% for the three and nine month periods ended September 30, 2014 compared to 3.63% and 3.60%, respectively, for the same periods in 2013.

Taxable-equivalent interest income for the three and nine month periods ended September 30, 2014 was $47.4 million and $140.3 million, respectively, which is in line with the same periods in 2013. Growth in average earning assets and a higher concentration of loans helped to offset lower asset yields. The average yield on interest earning assets declined 13 basis points or 3.1% and 12 basis points or 2.9% for the three and nine months ended September 30, 2014 compared to the same period in 2013. Average loan balances for the three and nine months ended September 30, 2014 were up $167.0 million or 5.4%, and $192.5 million or 6.4%, respectively, while the average yields on loans for the same periods were down 23 basis points and 28 basis points, respectively, compared to the same periods in 2013. Average loan balances represented about 69.0% and 69.1% of average earning assets for the three and nine months ended September 30, 2014, up from 67.8% and 67.2%, respectively, for the same periods in 2013. Average securities balances for the three months ended September 30, 2014 were in line with prior year, and for the nine months ended September 30, 2014 were down by $39.1 million or 2.7% from the nine months ended September 30, 2013. The average yield on securities for the third quarter of 2014 was up 4 basis points and for the nine months ended September 30, 2014 was up 7 basis points.

Interest expense for the three and nine months ended September 30, 2014 decreased by $863,000 or 14.6% and $2.6 million or 14.3%, respectively, compared to the same periods in 2013, reflecting lower average rates paid on deposits and borrowings. The average rate paid on interest bearing deposits was 0.35% during both the three and nine months ended September 30, 2014, down 5 basis points and 6 basis points, respectively, from the same periods in 2013. Average interest bearing deposits for the third quarter of 2014 were up $75.9 million or 2.5% compared to the same period in 2013, while year-to-date average interest bearing deposits were in line with the same period in 2013. Average noninterest bearing deposits for the three and nine month periods ended September 30, 2014 were up $111.1 million or 13.6% and $89.1 million or 11.3%, respectively, compared to the same periods in 2013. Year-to-date average other borrowings increased by $46.8 million or 22.1% compared to the same period in 2013, and was mainly in overnight borrowings with the FHLB, which contributed to the decrease in average funding cost in this category in 2014.

Provision for Loan and Lease Losses

The provision for loan and lease losses represents management's estimate of the amount necessary to maintain the allowance for loan and lease losses at an adequate level. The provision for loan and lease losses was a credit of $59,000 for the third quarter of 2014 and an expense of $751,000 for the nine months ended September 30, 2014, compared to expenses of $2.0 million and $5.6 million for the respective periods in 2013. The decrease in provision expense was mainly a result of improved asset quality metrics and recoveries received on previously charged off credits. The section captioned "Financial Condition – Allowance for Loan and Lease Losses and Nonperforming Assets" below has further details on the allowance for loan and lease losses and asset quality metrics.

Noninterest Income

Noninterest income was $17.6 million for the third quarter of 2014 and $52.7 million for the nine months ended September 30, 2014. Noninterest income for the third quarter of 2014 is down 5.3% compared to the same period prior year, and is in line with the year-to-date period ending September 30, 2014. Third quarter 2013 noninterest income included non-recurring gains of $1.4 million on the redemption of trust preferred securities. Noninterest income represented 29.7% of total revenue for the three months ended September 30, 2014 compared to 31.4% in the third quarter of 2013, and 30.1% for the nine months ended September 30, 2014 compared to 30.7% for the same period in 2013.

Insurance commissions and fees were $7.5 million and $21.8 million for the three and nine months ended September 30, 2014, compared to $7.2 million and $21.6 million, respectively, for the same periods in 2013. The health and benefit portfolio grew by 2.6% compared to the same three month period in 2013.

Investment services income was $3.6 million in third quarter of 2014, a decrease of 1.6% from $3.7 million in the third quarter of 2013. Investment services income of $11.5 million for the first nine months of 2014 was up 3.3% from the comparable period in 2013. The increase was mainly attributed to increases in assets under management, reflecting new business and higher equities markets. Investment services income includes trust services, financial planning, wealth management services, and brokerage related services. With fees largely based on the market value and the mix of assets managed, the general direction of the stock market can have a considerable impact on fee income. The fair value of assets managed by, or in custody of, Tompkins was $3.7 billion at September 30, 2014, up 8.8% from $3.4 billion at September 30, 2013. These figures include $1.0 billion and $921.8 million, respectively, of Company-owned securities where Tompkins Trust Company is custodian.

Service charges on deposit accounts were up $252,000 or 11.2% for the third quarter of 2014 compared to the third quarter of 2013 and up $824,000 or 13.3% for the nine months ended September 30, 2014 compared to the same period in 2013. The increase was mainly due to growth in noninterest bearing accounts, and an increase in account analysis fees, partially a result of fee increases on certain types of deposit accounts. Overdraft fees, the largest component of service charges on deposit accounts, were flat for both the three and nine months ended September 30, 2014 compared to same periods prior year.

Card services income for the three months and nine months ended September 30, 2014 was up $201,000 or 11.6% and $805,000 or 15.6% over the same periods in 2013. Debit card income, the largest component of card services income, benefitted in the first quarter of 2014 from the termination of the Company's debit card reward program at year-end 2013, as final redemption rates came in below management's estimates. Favorable trends in the number of debit cards issued and transaction volume have been partially offset by lower interchange fees.

The Company recognized gains on the sales/calls of available-for-sale securities of $20,000 and $151,000 for the three and nine months ended September 30, 2014, which were down from gains of $281,000 and $723,000, respectively, for the same periods in 2013. Sales of available-for-sale securities are generally the result of general portfolio maintenance and interest rate risk management.

Other income of $1.9 million in the third quarter of 2014 was down 43.9% from the third quarter of 2013. For the first nine months of 2014, other income was $6.1 million, down 18.8% from the same period in 2013. The significant components of other income are other service charges, increases in cash surrender value of corporate owned life insurance ("COLI"), gains on the sales of residential mortgage loans, FDIC Indemnification accretion and income from miscellaneous equity investments. The three and nine month periods in 2013 included a pre-tax gain of $1.4 million on the redemption of a trust preferred debenture acquired as part of the VIST acquisition.

Noninterest Expense

Noninterest expense of $38.5 million and $115.7 million for the three and nine months ended September 30, 2014, was up 2.6% and 2.5%, respectively, compared to the same periods in 2013. The increase in noninterest expense compared to the same period prior year is mainly a result of higher salary and wages expense and other operating expense.

Salaries and wages expense for the three and nine months ended September 30, 2014 were up by $798,000 or 4.8% and $3.2 million or 6.7%, respectively, over the same periods in 2013. The increases reflect additional employees, annual merit increases and higher accruals for incentive compensation. Pension and other employee related benefits were down 11.9% for the third quarter of 2014 and down 6.2% for the nine months ended September 30, 2014 compared to the same periods in 2013. Pension and other post-retirement benefit expenses in 2014 were down compared to 2013, mainly a result of an increase in the discount rate used to calculate the annual expense of these plans.

Net occupancy expense was $3.0 million for the third quarter of 2014, up $119,000 or 4.2% form the same period in 2013 and was $9.3 million for the nine months ended September 30, 2013, up $431,000 or 4.9% from the same period in 2013. The increase reflects higher expenses related to rent, utilities, real estate taxes, depreciation and general maintenance of properties for both the three and nine month periods ended September 30, 2014.

Other operating expense for the three and nine months ended September 30, 2014 was up 9.2% and 2.7%, respectively, compared to the same periods prior year. The increase is mainly due to amortization of the FDIC indemnification asset as a result of better than expected performance on FDIC covered loans.

Overall, all other expense categories remained relatively flat compared to the same period prior year.

Income Tax Expense

The provision for income taxes was $6.9 million for an effective rate of 33.4% for the third quarter of 2014, compared to tax expense of $5.3 million and an effective rate of 27.4% for the same quarter in 2013. The third quarter 2013 tax provision and effective rate were favorably impacted by the recognition of the tax benefit of an historical tax credit investment. For the first nine months of 2014, the tax provision was $19.0 million for an effective rate of 32.5% compared to a tax provision of $15.9 million and an effective rate of 30.2% for the same period in 2013. The effective rates differ from the U.S. statutory rate of 35.0% during the comparable periods primarily due to the effect of tax-exempt income from loans, securities and life insurance assets.

FINANCIAL CONDITION

Total assets were $5.1 billion at September 30, 2014, up $87.9 million or 1.8% over December 31, 2013. The growth over year-end was primarily attributable to growth in originated loans, which were up $147.7 million or 5.9%, growth in available-for-sale securities, which were up $19.9 million or 1.5%, and growth in held-to-maturity securities which were up $28.6 million or 150.8%. This growth was partially offset by a decrease in acquired loans, which were down $84.5 million or 12.7%. Total deposits increased $265.6 million or 6.7% compared to December 31, 2013, mainly a result of an inflow of municipal deposits. Other borrowings decreased $165.0 million or 49.8% from December 31, 2013, as a result of the paydown of short-term advances with the FHLB.

Securities

As of September 30, 2014, total securities were $1.4 billion or 28.1% of total assets, compared to $1.4 billion or 27.7% of total assets at year-end 2013, and $1.4 billion or 28.2% at September 30, 2013. The following table details the composition of available-for-sale and held-to-maturity securities.

Available-for-Sale Securities

(in thousands)	09/30/2014 **Amortized Cost**	Fair Value	12/31/2013 **Amortized Cost**	Fair Value
Obligations of U.S. Government sponsored entities	$587,933	$590,894	$558,130	$556,345
Obligations of U.S. states and political subdivisions	69,704	70,502	68,216	67,962
Mortgage-backed securities				
U.S. Government agencies	119,049	119,717	147,766	146,678
U.S. Government sponsored entities	594,700	589,779	587,843	577,472
Non-U.S. Government agencies or sponsored entities	276	280	306	311
U.S. corporate debt securities	2,500	2,163	5,000	4,633
Total debt securities	1,374,162	1,373,335	1,367,261	1,353,401

Equity securities	1,475	1,421	1,475	1,410
Total available-for-sale securities	$1,375,637	$1,374,756	$1,368,736	$1,354,811

Held-to-Maturity Securities

(in thousands)	09/30/2014		12/31/2013	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Obligations of U.S. Government sponsored entities	$30,869	$30,672	$0	$0
Obligations of U.S. states and political subdivisions	$16,739	$17,345	$18,980	$19,625
Total held-to-maturity debt securities	$47,608	$48,017	$18,980	$19,625

The increase in the fair value of the available-for-sale portfolio was due to the changes in interest rates during the first nine months of 2014. The decrease in interest rates during 2014 resulted in an increase in the unrealized gains in the available-for-sale portfolio. Management’s policy is to purchase investment grade securities that on average have relatively short duration, which helps mitigate interest rate risk and provides sources of liquidity without significant risk to capital. The increase in the held-to-maturity portfolio was due to purchases of Obligations of U.S. Government sponsored entities during the three month period ended September 30, 2014.

The Company has no investments in preferred stock of U.S. government sponsored entities and no investments in pools of Trust Preferred securities. Quarterly, the Company evaluates all investment securities with a fair value less than amortized cost to identify any other-than-temporary impairment as defined under generally accepted accounting principles.

As a result of the other-than-temporarily impairment review process, the Company does not consider any investment security held at September 30, 2014 to be other-than-temporarily impaired. Future changes in interest rates or the credit quality and credit support of the underlying issuers may reduce the market value of these and other securities. If such decline is determined to be other than temporary, the Company will record the necessary charge to earnings and/or accumulated other comprehensive income to reduce the securities to their then current fair value.

The Company maintained a trading portfolio with a fair value of $9.5 million as of September 30, 2014, compared to $11.0 million at December 31, 2013. The decrease in the trading portfolio reflects maturities or payments during the three and nine months ended September 30, 2014. For the three and nine months ended September 30, 2014, net mark-to-market losses related to the securities trading portfolio were $87,000 and $181,000, respectively, compared to net mark-to-market losses for the three and nine months ended September 30, 2013 of $87,000 and $472,000, respectively.

Loans and Leases

Loans and leases at September 30, 2014 and December 31, 2013 were as follows:

	09/30/2014			12/31/2013		
(in thousands)	**Originated**	**Acquired**	**Total Loans and Leases**	Originated	Acquired	Total Loans and Leases
Commercial and industrial						
Agriculture	**$49,828**	**$0**	**$49,828**	$74,788	$0	$74,788
Commercial and industrial other	**627,290**	**102,601**	**729,891**	562,439	128,503	690,942
Subtotal commercial and industrial	**677,118**	**102,601**	**779,719**	637,227	128,503	765,730
Commercial real estate						
Construction	**51,988**	**41,313**	**93,301**	46,441	39,353	85,794
Agriculture	**57,158**	**3,182**	**60,340**	52,627	3,135	55,762
Commercial real estate other	**960,346**	**321,714**	**1,282,060**	903,320	366,438	1,269,758
Subtotal commercial real estate	**1,069,492**	**366,209**	**1,435,701**	1,002,388	408,926	1,411,314
Residential real estate						
Home equity	**182,994**	**58,459**	**241,453**	171,809	67,183	238,992
Mortgages	**685,989**	**33,200**	**719,189**	658,966	35,336	694,302

Subtotal residential real estate	**868,983**	**91,659**	**960,642**	830,775	102,519	933,294
Consumer and other						
Indirect	**18,825**	**0**	**18,825**	21,202	5	21,207
Consumer and other	**34,327**	**1,119**	**35,446**	32,312	1,219	33,531
Subtotal consumer and other	**53,152**	**1,119**	**54,271**	53,514	1,224	54,738
Leases	**8,317**	**0**	**8,317**	5,563	0	5,563
Covered loans	**0**	**20,910**	**20,910**	0	25,868	25,868
Total loans and leases	**2,677,062**	**582,498**	**3,259,560**	2,529,467	667,040	3,196,507
Less: unearned income and deferred costs and fees	**(2,091)**	**0**	**(2,091)**	(2,223)	0	(2,223)
Total loans and leases, net of unearned income and deferred costs and fees	**$2,674,971**	**$582,498**	**$3,257,469**	$2,527,244	$667,040	$3,194,284

Residential real estate loans, including home equity loans at September 30, 2014 were $960.6 million, up $27.3 million or 2.9% compared to December 31, 2013, and comprised 29.5% of total loans and leases. Growth in residential loan balances is impacted by the Company’s decision to retain these loans or sell them in the secondary market due to interest rate considerations. The Company’s Asset/Liability Committee meets regularly and establishes standards for selling and retaining residential real estate mortgage originations.

Prior to August 2012, any residential real estate loans that were sold were generally sold to Federal Home Loan Mortgage Corporation ("FHLMC") or State of New York Mortgage Agency ("SONYMA"). With the acquisition of VIST on August 1, 2012, the Company also sells loans to other third parties, including money center banks. Residential real estate loans are generally sold without recourse in accordance with standard secondary market loan sale agreements and are also subject to customary representations and warranties made by the Company, including representations and warranties related to gross incompetence and fraud. The Company has not had to repurchase any loans as a result of these general representations and warranties. While in the past in rare circumstances the Company agreed to sell residential real estate loans with recourse, the Company has not done so in the past several years and the amount of such loans included on the Company's balance sheet at September 30, 2014 is insignificant. The Company has never had to repurchase a loan sold with recourse.

During the first nine months of 2014 and 2013, the Company sold residential mortgage loans totaling $18.7 million and $6.9 million, respectively, and realized gains on these sales of $345,000 and $212,000, respectively. These residential real estate loans were sold without recourse in accordance with standard secondary market loan sale agreements. When residential mortgage loans are sold, the Company typically retains all servicing rights, which provides the Company with a source of fee income. Mortgage servicing rights, at amortized basis, totaled $1.1 million at September 30, 2014 and $1.0 million at December 31, 2013.

The Company has not originated any hybrid loans, such as payment option ARMs. The Company underwrites residential real estate loans in accordance with secondary market standards in effect at the time of origination, including loan-to-value ("LTV") and documentation requirements. The Company does not underwrite low or reduced documentation loans other than those that meet secondary market standards for low or reduced documentation loans. In those instances, W-2's and paystubs are used instead of sending Verification of Employment forms to employers to verify income and bank deposit statements are used instead of Verification of Deposit forms mailed to financial institutions to verify deposit balances.

Commercial real estate loans were $1.4 billion, and represented 44.1% of total loans as of September 30, 2014. Commercial and industrial loans at September 30, 2014 were $779.7 million, and represented 23.9% of total loans. As of September 30, 2014, agriculturally-related loans totaled $110.2 million or 3.4% of total loans and leases, down from $130.6 million or 4.1% of total loans and leases at December 31, 2013. There is generally an increase in agriculturally-related loans at year end related to tax planning and these loans are typically paid down over the first part of the year. Agriculturally-related loans include loans to dairy farms and cash and vegetable crop farms. Agriculturally-related loans are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral, personal guarantees, and government related guarantees. Agriculturally-related loans are generally secured by the assets or property being financed or other business assets such as accounts receivable, livestock, equipment or commodities/crops.

The acquired loans in the above table reflect loans acquired in the acquisition of VIST Financial Corp. during the third quarter of 2012. The acquired loans were recorded at fair value pursuant to the purchase accounting guidelines in FASB ASC 805 – "Fair Value Measurements and Disclosures" (as determined by the present value of expected future

cash flows) with no valuation allowance (i.e., the allowance for loan losses). Upon acquisition, the Company evaluated whether each acquired loan (regardless of size) was within the scope of ASC 310-30, “Receivables – Loans and Debt Securities Acquired with Deteriorated Credit Quality”. The carrying value of the acquired loans reflects management’s best estimate of the amount to be realized from the acquired loan and lease portfolios. However, the amounts the Company actually realizes on these loans could differ materially from the carrying value reflected in these financial statements, based upon the timing of collections on the acquired loans in future periods, underlying collateral values and the ability of borrowers to continue to make payments.

The carrying value of acquired loans acquired and accounted for in accordance with ASC Subtopic 310-30, “Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality,” was $38.6 million at September 30, 2014, as compared to $46.8 million at December 31, 2013. Under ASC Subtopic 310-30, loans may be aggregated and accounted for as pools of loans if the loans being aggregated have common risk characteristics. The Company elected to account for the loans with evidence of credit deterioration individually rather than aggregate them into pools. The difference between the undiscounted cash flows expected at acquisition and the investment in the acquired loans, or the “accretable yield,” is recognized as interest income utilizing the level-yield method over the life of each loan. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition, or the “non-accretable difference,” are not recognized as a yield adjustment, as a loss accrual or as a valuation allowance.

Increases in expected cash flows subsequent to the acquisition are recognized prospectively through an adjustment of the yield on the loans over the remaining life. Subsequent decreases to the expected cash flows require us to evaluate the need for an addition to the allowance for loan losses. Valuation allowances (recognized in the allowance for loan losses) on these impaired loans reflect only losses incurred after the acquisition (representing all cash flows that were expected at acquisition but currently are not expected to be received).

The carrying value of loans not exhibiting evidence of credit impairment at the time of the acquisition (i.e. loans outside of the scope of ASC 310-30) was $543.9 million at September 30, 2014. At acquisition, these loans were recorded at fair value, including a credit discount. Credit losses on acquired performing loans are estimated based on analysis of the performing portfolio. The purchased performing portfolio also included a general interest rate mark (premium). Both the credit discount and interest rate mark are accreted/amortized as a yield adjustment over the estimated lives of the loans. Interest is accrued daily on the outstanding principal balance of purchased performing loans.

At September 30, 2014, acquired loans included $20.9 million of covered loans. VIST Financial Corp had acquired these loans in an FDIC assisted transaction in the fourth quarter of 2010. In accordance with loss sharing agreements with the FDIC, certain losses and expenses relating to covered loans may be reimbursed by the FDIC at 70% or, if certain levels of reimbursement are reached, 80%. See Note 7 – "FDIC Indemnification Asset Related to Covered Loans" in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I of this Quarterly Report on Form 10-Q.

The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. Management reviews these policies and procedures on a regular basis. The Company discussed its lending policies and underwriting guidelines for its various lending portfolios in Note 4 – "Loans and Leases" in the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. There have been no significant changes in these policies and guidelines. As such, these policies are reflective of new originations as well as those balances held at September 30, 2014. The Company's Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan originations, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

The Company's loan and lease customers are located primarily in the New York and Pennsylvania communities served by its four subsidiary banks. Although operating in numerous communities in New York State and Pennsylvania, the Company is still dependent on the general economic conditions of these states. Other than geographic and general economic risks, management is not aware of any material concentrations of credit risk to any industry or individual borrower.

The Allowance for Loan and Lease Losses

Originated Loans and Leases

Management reviews the appropriateness of the allowance for loan and lease losses ("allowance") on a regular basis. Management considers the accounting policy relating to the allowance to be a critical accounting policy, given the inherent uncertainty in evaluating the levels of the allowance required to cover credit losses in the portfolio and the material effect that assumptions could have on the Company's results of operations. The Company has developed a methodology to measure the amount of estimated loan loss exposure inherent in the loan portfolio to assure that an appropriate allowance is maintained. The Company's methodology is based upon guidance provided in SEC Staff Accounting Bulletin No. 102, *Selected Loan Loss Allowance Methodology and Documentation Issues* and allowance allocations are calculated in accordance with ASC Topic 310, *Receivables* and ASC Topic 450, *Contingencies*.

The Company’s methodology for determining and allocating the allowance for loan and lease losses focuses on ongoing reviews of larger individual loans and leases, historical net charge-offs, delinquencies in the loan and lease portfolio, the level of impaired and nonperforming loans, values of underlying loan and lease collateral, changes in anticipated cash flows of acquired loans, the overall risk characteristics of the portfolios, changes in character or size of the portfolios, geographic location, current economic conditions, changes in capabilities and experience of lending management and staff, and other relevant factors. The various factors used in the methodologies are reviewed on a regular basis.

At least annually, management reviews all commercial and commercial real estate loans exceeding a certain threshold and assigns a risk rating. The Company uses an internal loan rating system of pass credits, special mention loans, substandard loans, doubtful loans, and loss loans (which are fully charged off). The definitions of “special mention”, “substandard”, “doubtful” and “loss” are consistent with banking regulatory definitions. Factors considered in assigning loan ratings include: the customer’s ability to repay based upon the customer’s expected future cash flow, operating results, and financial condition; value of the underlying collateral, if any; and the economic environment and industry in which the customer operates. Special mention loans have potential weaknesses that if left uncorrected may result in deterioration of the repayment prospects and a downgrade to a more severe risk rating. A substandard loan credit has a well-defined weakness which makes payment default or principal exposure likely, but not yet certain. There is a possibility that the Company will sustain some loss if the deficiencies are not corrected. A doubtful loan has a high possibility of loss, but the extent of the loss is difficult to quantify because of certain important and reasonably specific pending factors.

At least quarterly, management reviews all commercial and commercial real estate loans and leases and agriculturally related loans with an outstanding principal balance of over $500,000 that are internally risk rated as special mention or worse, giving consideration to payment history, debt service payment capacity, collateral support, strength of guarantors, local market trends, industry trends, and other factors relevant to the particular borrowing relationship. Through this process, management identifies impaired loans. For loans and leases considered impaired, estimated exposure amounts are based upon collateral values or present value of expected future cash flows discounted at the original effective rate of each loan. For commercial loans, commercial mortgage loans, and agricultural loans not specifically reviewed, and for homogenous loan portfolios such as residential mortgage loans and consumer loans, estimated exposure amounts are assigned based upon historical net loss experience and current charge-off trends, past due status, and management's judgment of the effects of current economic conditions on portfolio performance.

Since the methodology is based upon historical experience and trends as well as management's judgment, factors may arise that result in different estimations. Significant factors that could give rise to changes in these estimates may include, but are not limited to, changes in economic conditions in the local area, concentration of risk, changes in interest rates, and declines in local property values. Based on its evaluation of the allowance as of September 30, 2014, management considers the allowance to be appropriate. Under different conditions or assumptions, the Company would need to increase or decrease the allowance.

Acquired Loans and Leases

Acquired loans accounted for under ASC 310-30

For our acquired loans, our allowance for loan losses is estimated based upon our expected cash flows for these loans. To the extent that we experience a deterioration in borrower credit quality resulting in a decrease in our expected cash flows subsequent to the acquisition of the loans, an allowance for loan losses would be established based on our estimate of future credit losses over the remaining life of the loans.

Acquired loans accounted for under ASC 310-20

We establish our allowance for loan losses through a provision for credit losses based upon an evaluation process that is similar to our evaluation process used for originated loans. This evaluation, which includes a review of loans on which full collectability may not be reasonably assured, considers, among other matters, the estimated fair value of the underlying collateral, economic conditions, historical net loan loss experience, carrying value of the loans, which includes the remaining net purchase discount or premium, and other factors that warrant recognition in determining our allowance for loan losses.

The tables below provide, as of the dates indicated, an allocation of the allowance for probable loan losses by type.

(in thousands)	**09/30/2014**	**12/31/2013**	**09/30/2013**
Allowance for originated loans and leases			
Commercial and industrial	$ 8,858	$ 8,406	$ 7,738
Commercial real estate	10,682	10,459	10,897
Residential real estate	5,423	5,771	5,309
Consumer and other	2,222	2,059	1,778
Leases	0	5	0
Total	**$ 27,185**	**$ 26,700**	**$ 25,722**

(in thousands)	09/30/2014	12/31/2013	09/30/2013
Allowance for acquired loans			
Commercial and industrial	$ 95	$ 168	$ 51
Commercial real estate	360	770	437
Residential real estate	128	274	163
Consumer and other	18	58	35
Total	$ 601	$ 1,270	$ 686

As of September 30, 2014, the total allowance for loan and lease losses was $27.8 million, which was comparable to year-end 2013. Growth in the originated loan portfolio was offset by improved asset quality. Loans internally-classified Special Mention, Substandard and Doubtful were down from prior year as were the level of nonperforming loans and leases. The allowance for loan and lease losses covered 108.9% of nonperforming loans and leases as of September 30, 2014, compared to 71.7% at December 31, 2013, and 61.2% at September 30, 2013.

The Company's allowance for originated loan and lease losses totaled $27.2 million at September 30, 2014, which represented 1.02% of total originated loans which was comparable to prior quarter, and 1.06% at September 30, 2013. Originated loans internally-classified as Special Mention, Substandard and Doubtful totaled $53.7 million at September 30, 2014, which were in down $3.0 million or 5.3% compared to prior quarter, and down $26.2 million or 32.8% compared to September 30, 2013. The decrease is mainly due to paydowns of classified assets and upgrades of risk ratings in our commercial real estate, agriculture loan, and commercial real estate construction portfolios as a result of improving financial conditions of our commercial and agricultural customers. The decrease in the residential real estate allocation compared to year end 2013, reflected slower growth, lower nonperforming loans and overall improvement in the housing market. The increase in the allocation for commercial and industrial loans was mainly a result of a slight uptick in the historical loss component, which is based on average losses in the portfolio and growth in the commercial portfolio.

The allowance for acquired loans at September 30, 2014 was $601,000, down $668,000 or 52.6% compared to year-end 2013. The amount of acquired loans internally-classified as Special Mention, Substandard and Doubtful totaled $31.6 million at September 30, 2014, down from $50.9 million at year-end 2013 and $66.4 million at September 30, 2013. Loan pay downs, the movement of loans to other real estate owned, and charge offs have contributed to the decrease from both year-end and the same quarter prior year. Nonaccrual loans in the acquired portfolio decreased from $8.5 million at year-end 2013 to $5.0 million at September 30, 2014.

Activity in the Company's allowance for loan and lease losses during the nine months of 2014 and 2013 is illustrated in the table below.

Analysis of the Allowance for Originated Loan and Lease Losses

(in thousands)	**09/30/2014**	09/30/2013
Average originated loans outstanding during period	**$2,586,982**	$2,260,793
Balance of originated allowance at beginning of year	**$26,700**	$24,643
ORIGINATED LOANS CHARGED-OFF:		
Commercial and industrial	**275**	487
Commercial real estate	**619**	539
Residential real estate	**385**	455
Consumer and other	**952**	1,040
Total loans charged-off	**$2,231**	$2,521
RECOVERIES OF ORIGINATED LOANS PREVIOUSLY CHARGED-OFF:		
Commercial and industrial	**557**	1,490
Commercial real estate	**1,506**	457
Residential real estate	**87**	32
Consumer and other	**375**	296
Total loans recoveries	**$2,525**	$2,275
Net loans (recovered) charged-off	**(294)**	246
Additions to originated allowance charged to operations	**191**	1,325
Balance of originated allowance at end of period	**$27,185**	$25,722
Allowance for originated loans and leases as a percentage of originated loans and leases	**1.02 %**	1.06 %
Annualized net (recoveries) charge-offs on originated loans to average total originated loans and leases during the period	**(0.02 %)**	0.01 %

Analysis of the Allowance for Acquired Loan Losses

(in thousands)	09/30/2014	09/30/2013
Average acquired loans outstanding during period	$ 631,389	$ 765,053
Balance of acquired allowance at beginning of year	1,270	0
ACQUIRED LOANS CHARGED-OFF:		
Commercial and industrial	243	2,930
Commercial real estate	631	32
Residential real estate	345	577
Consumer and other	10	25
Total loans charged-off	$ 1,229	$ 3,564
Net loans charged-off	1,229	3,564
Additions to acquired allowance charged to operations	560	4,250
Balance of acquired allowance at end of period	$ 601	$ 686

Allowance for acquired loans as a percentage of acquired loans outstanding acquired loans and leases	0.10	%	0.09	%
Annualized net charge-offs on acquired loans as a percentage of average acquired loans and leases outstanding during the period	0.26	%	0.67	%
Annualized total net charge-offs as a percentage of average loans and leases outstanding during the period	0.04	%	0.12	%

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Net loan and lease (recoveries)/charge-offs totaled $(328,000) and $935,000 for the three and nine months ended September 30, 2014, compared to $1.1 million and $3.8 million for the same periods in 2013. Recoveries in originated commercial loans in 2014 were mainly related to one larger commercial relationship that was charged off in 2012. Annualized net charge offs for the period ended September 30, 2014 as a percentage of average total loans and leases was 0.04% compared to 0.09% for the twelve months ended December 31, 2013 and 0.17% for the nine months ended September 30, 2013. The most recent peer percentage is 0.15%. The peer data is from the Federal Reserve Board and represents banks or bank holding companies with assets between $3.0 billion and $10.0 billion. The peer data is as of June 30, 2014, the one most recent data available. The gross charge-offs in the acquired commercial real estate in 2014 are mainly related to one loan that was previously provided for in the allowance calculation and that was charged-off in the second quarter.

The (credit)/provision for loan and lease losses was $(59,000) and $751,000 for the three and nine months ended September 30, 2014, compared to $2.0 million and $5.6 million for the same periods in 2013. Positive credit quality trends, including reductions in classified loans and nonperforming loans, and recoveries of previously charged of credits, are the main reasons for the lower provision compared to the same period last year.

Analysis of Past Due and Nonperforming Loans

(in thousands)	**09/30/2014[1]**	12/31/2013[1]	09/30/2013[1]
Loans 90 days past due and accruing			
Commercial and industrial	$ 0	$ 0	$ 0
Commercial real estate	0	161	140
Residential real estate	395	446	1,077
Total loans 90 days past due and accruing	395	607	1,217
Nonaccrual loans[2]			
Commercial and industrial	2,400	1,679	2,767
Commercial real estate	8,378	23,364	25,860
Residential real estate	10,087	13,086	13,082
Consumer and other	452	254	180
Total nonaccrual loans	21,317	38,383	41,889
Troubled debt restructurings not included above	3,800	45	46
Total nonperforming loans and leases	25,512	39,035	43,152
Other real estate owned	6,533	4,253	6,264
Total nonperforming assets	$ 32,045	$ 43,288	$ 49,416
Allowance as a percentage of nonperforming loans and leases	108.92 %	71.65 %	61.20 %
Total nonperforming loans and leases as percentage of total loans and leases	0.78 %	1.22 %	1.38 %
Total nonperforming assets as percentage of total assets	0.63 %	0.87 %	1.00 %

[1] The September 30, 2014, December 31, 2013, and September 30, 2013 columns in the above table exclude $4.3 million, $7.0 million, and $13.5 million, respectively, of acquired loans that are 90 days past due and accruing interest. These loans were originally recorded at fair value on the acquisition date of August 1, 2012. These loans are considered to be accruing as we can reasonably estimate future cash flows on these acquired loans and we expect to

fully collect the carrying value of these loans. Therefore, we are accreting the difference between the carrying value of these loans and their expected cash flows into interest income.

[2] *Nonaccrual loans at September 30, 2014, December 31, 2013, and September 30, 2013 include $5.0 million and $8.5 million, and $8.0 million, respectively, of nonaccrual acquired loans.*

Nonperforming assets include nonaccrual loans, troubled debt restructurings ("TDR"), and foreclosed real estate/other real estate owned. Nonperforming assets represented 0.63% of total assets at September 30, 2014, compared to 0.87% at December 31, 2013, and 1.00% at September 30, 2013. The Company's ratio of nonperforming assets to total assets continues to compare favorably to our peer group's most recent ratio of 1.47% at June 30, 2014.

Total nonperforming loans and leases were down $13.5 million or 34.6% from year end 2013, and down $17.6 million or 40.9% from September 30, 2013. A breakdown of nonperforming loans by portfolio segment is shown above. The decrease in nonperforming commercial real estate loans since year-end 2013 is mainly due to significant payoffs of two large commercial relationships during the nine months ended September 30, 2014. In addition, one larger commercial real estate property was acquired through foreclosure during the second quarter of 2014 and is included in the table above under the caption 'Other Real Estate Owned'.

Loans are considered modified in a TDR when, due to a borrower's financial difficulties, the Company makes a concession(s) to the borrower that it would not otherwise consider and the borrower could not obtain elsewhere. These modifications may include, among others, an extension of the term of the loan, and granting a period when interest-only payments can be made, with the principal payments made over the remaining term of the loan or at maturity. TDRs are included in the above table within the following categories: "loans 90 days past due and accruing", "nonaccrual loans", or "troubled debt restructurings not included above". Loans in the latter category include loans that meet the definition of a TDR but are performing in accordance with the modified terms and therefore classified as accruing loans. At September 30, 2014 the Company had $5.1 million in TDRs, of that total $1.3 million were reported as nonaccrual and $3.8 million were considered performing and included in the table above.

In general, the Company places a loan on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question, as well as when required by applicable regulations. Although in nonaccrual status, the Company may continue to receive payments on these loans. These payments are generally recorded as a reduction to principal, and interest income is recorded only after principal recovery is reasonably assured.

The Company's recorded investment in loans and leases that are considered impaired totaled $13.5 million at September 30, 2014, down 49.8% compared to the $26.9 million reported at December 31, 2013. A loan is impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans consist of our non-homogenous nonaccrual loans, and all TDRs. Specific reserves on individually identified impaired loans that are not collateral dependent are measured based on the present value of expected future cash flows discounted at the original effective interest rate of each loan. For loans that are collateral dependent, impairment is measured based on the fair value of the collateral less estimated selling costs, and such impaired amounts are generally charged off.

The year-to-date average recorded investment in impaired loans and leases was $13.7 million at September 30, 2014, $29.0 million at December 31, 2013, and $32.6 million at September 30, 2013. At September 30, 2014 there was a specific reserve of $462,000 on impaired loans compared to $250,000 of specific reserves at December 31, 2013 and $976,000 of specific reserves at September 30, 2013. The specific reserve of $462,000 reported at September 30, 2014 includes a specific reserve of $302,000 on the originated portfolio that includes two loans with balances totaling $509,000, and a specific reserve of $160,000 on the acquired portfolio that includes 3 loans with balances totaling $715,000. The majority of impaired loans are collateral dependent impaired loans that have limited exposure or require limited specific reserve because of the amount of collateral support with respect to these loans and previous charge-offs. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured. In these cases, interest is recognized on a cash basis.

The ratio of the allowance to nonperforming loans (loans past due 90 days and accruing, nonaccrual loans and restructured troubled debt) was 108.9% at September 30, 2014, improved from 71.7% in December 31, 2013, and 61.2% at September 30, 2013. The improvement in the ratio reflects the decrease in nonperforming loans over the year as well as an increase in the total allowance. The Company's nonperforming loans are mostly made up of collateral

dependent impaired loans requiring little to no specific allowance due to the level of collateral available with respect to these loans and/or previous charge-offs. The Company's peer group ratio as provided by the Federal Reserve Bank was 131.3% as of June 30, 2014.

Management reviews the loan portfolio continuously for evidence of potential problem loans and leases. Potential problem loans and leases are loans and leases that are currently performing in accordance with contractual terms, but where known information about possible credit problems of the related borrowers causes management to have doubt as to the ability of such borrowers to comply with the present loan payment terms and may result in such loans and leases becoming nonperforming at some time in the future. Management considers loans and leases classified as Substandard, which continue to accrue interest, to be potential problem loans and leases. The Company, identified 34 commercial relationships from the originated portfolio and 27 commercial relationships from the acquired portfolio totaling $19.2 million and $12.4 million, respectively at September 30, 2014 that were potential problem loans. At December 31, 2013, the Company had identified 50 relationships totaling $14.5 million in the originated portfolio and 29 relationships totaling $11.5 million in the acquired portfolio that were potential problem loans. Of the 34 commercial relationships in the originated portfolio at September 30, 2014, that were Substandard, there were 6 relationships that equaled or exceeded $1.0 million, which in aggregate totaled $13.5 million, the largest of which was $3.6 million. Of the 27 commercial relationships from the acquired loan portfolio at September 30, 2014, there were 2 relationships that equaled or exceeded $1.0 million, which in aggregate totaled $2.9 million, the largest of which is $2.5 million. The Company continues to monitor these potential problem relationships; however, management cannot predict the extent to which continued weak economic conditions or other factors may further impact borrowers. These loans remain in a performing status due to a variety of factors, including payment history, the value of collateral supporting the credits, and personal or government guarantees. These factors, when considered in the aggregate, give management reason to believe that the current risk exposure on these loans does not warrant accounting for these loans as nonperforming. However, these loans do exhibit certain risk factors, which have the potential to cause them to become nonperforming. Accordingly, management's attention is focused on these credits, which are reviewed on at least a quarterly basis.

Capital

Total equity was $490.6 million at September 30, 2014, an increase of $32.6 million or 7.1% from December 31, 2013. The increase reflects growth in retained earnings and additional paid-in capital and a decrease in accumulated other comprehensive loss.

Additional paid-in capital increased by $2.9 million, from $346.1 million at December 31, 2013, to $349.0 million at September 30, 2014. The increase is primarily attributable to the following: $2.2 million related to shares issued for dividend reinvestment, $1.5 million related to shares issued under the employee stock ownership plan, $1.1 million related to stock-based compensation, and $712,000 related to shares issued for the exercise of stock options. These were partially offset by $2.9 million related to the Company's repurchase of shares under a repurchase program authorized by the Company's Board of Directors. Retained earnings increased by $21.6 million from $137.1 million at December 31, 2013, to $158.7 million at September 30, 2014, reflecting net income of $39.4 million less dividends paid of $17.8 million. Accumulated other comprehensive loss decreased from a net loss of $25.1 million at December 31, 2013 to a net loss of $16.8 million at September 30, 2014, reflecting a $7.8 million increase in unrealized gains on available-for-sale securities due to a decrease in market rates, and a $481,000 increase related to postretirement benefit plans. Under regulatory requirements, amounts reported as accumulated other comprehensive income/loss related to net unrealized gain or loss on available-for-sale securities and the funded status of the Company's defined benefit post-retirement benefit plans do not increase or reduce regulatory capital and are not included in the calculation of risk-based capital and leverage ratios.

Cash dividends paid in the first nine months of 2014 totaled approximately $17.8 million, representing 45.2% of year to date 2014 earnings. Cash dividends of $1.20 per common share paid in the first nine months of 2014 were up 5.3% over cash dividends of $1.14 per common share paid in the first nine months of 2013.

On July 24, 2014, the Company's Board of Directors authorized, at the discretion of senior management, the repurchase of up to 400,000 shares of the Company's outstanding common stock. Purchases may be made on the open market or in privately negotiated transactions over the next 24 months. During the third quarter of 2014, the Company repurchased 65,059 shares at an average price of $45.06.

The Company and its banking subsidiaries are subject to various regulatory capital requirements administered by Federal banking agencies. The table below reflects the Company's capital position at September 30, 2014, compared to the regulatory capital requirements for "well capitalized" institutions.

REGULATORY CAPITAL ANALYSIS

September 30, 2014	Actual	Well Capitalized Requirement

(dollar amounts in thousands)	Amount	Ratio	Amount	Ratio
Total Capital (to risk weighted assets)	$466,402	13.92%	$334,971	10.00%
Tier 1 Capital (to risk weighted assets)	$438,203	13.08%	$200,982	6.00 %
Tier 1 Capital (to average assets)	$438,203	8.85 %	$247,512	5.00 %

As illustrated above, the Company's capital ratios on September 30, 2014 remain above the minimum requirements for well capitalized institutions. Total capital as a percent of risk weighted assets increased from 13.4% as of December 31, 2013 to 13.9% at September 30, 2014. Tier 1 capital as a percent of risk weighted assets increased from 12.6% at the end of 2013 to 13.1% as of September 30, 2014. Tier 1 capital as a percent of average assets was 8.9% at September 30, 2014 up from 8.5% at year end December 31, 2013.

As of September 30, 2014, the capital ratios for the Company's subsidiary banks also exceeded the minimum levels required to be considered well capitalized.

On July 9, 2013, the FDIC's Board of Directors approved an interim final capital rule titled: Regulatory Capital Rules: Regulatory Capital, Implementation of Basel III, Capital Adequacy, Transition Provisions, Prompt Corrective Action, Standardized Approach for Risk-weighted Assets, Market Discipline and Disclosure Requirements, Advanced Approaches Risk-Based Capital Rule, and Market Risk Capital Rule. The interim final rule makes several key changes to the regulatory capital framework that are effective for community banks beginning on January 1, 2015, with some items phasing in over a period of time. The primary focus of the new capital rule is to strengthen the quality and loss-absorbency of regulatory capital so as to enhance banks' abilities to continue functioning as financial intermediaries, including during periods of financial stress. Provided below is a brief overview of some key aspects of the new rule. The Company continues to evaluate the provisions of the final rules and their expected impact on the Company's capital ratios. Management believes that, as of September 30, 2014, the Company and its subsidiary banks would meet all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis if such requirements were currently effective.

As required under Dodd-Frank, the new rules add a new capital ratio, a “common equity tier 1 capital ratio” (CET1). The primary difference between this ratio and the current tier 1 leverage ratio is that only common equity will qualify as tier 1 capital under the new ratio. The new CET1 ratio also will include most elements of accumulated other comprehensive income, including unrealized securities gains and losses, as part of both total regulatory capital (numerator) and total assets (denominator), although community banks are given the opportunity to make a one-time irrevocable election to include or not to include certain elements of other comprehensive income, most notably unrealized securities gains or losses.

In addition to setting higher minimum capital ratios, the new rules, introduce a new concept, a so-called “capital conservation buffer” (set at 2.5%), which must be added to each of the minimum capital ratios (which by themselves are somewhat higher than the current minimum ratios). The capital conservation buffer will be phased-in over five years. When, during economic downturns, an institution’s capital begins to erode, the first deductions from a regulatory perspective would be taken against the conservation buffer. To the extent that buffer should erode below the required level, the bank would not necessarily be required to replace the capital deficit immediately but would face restrictions on paying dividends and other negative consequences until it did so.

The final rules eliminated the proposed phase-out over 10 years of Trust Preferred Services, or “TRUPs” as tier 1 capital for banks, such as Tompkins, that have less than $15 billion in total assets. Under the final rule, grandfathered TRUP, such as Tompkins’ outstanding TRUP’s, would continue to qualify as tier 1 capital until they mature or are redeemed, up to a limit of 25% of tier 1 capital (for grandfathered TRUPs and other grandfathered tier 1 capital components).

The following is a summary of the capital definitions for community banks:

Common Equity Tier 1 Capital: The sum of common stock instruments and related surplus net of treasury stock, retained earnings, accumulated other comprehensive income (AOCI), and qualifying minority interests, minus applicable regulatory adjustments and deductions. Such deductions will include AOCI, if the organization exercises its irrevocable option not to include AOCI in capital. Mortgage-servicing assets, deferred tax assets, and investments in financial institutions are limited to 15 percent of CET1 in the aggregate and 10 percent of CET1 for each such item individually.

Additional Tier 1 Capital: The sum of noncumulative perpetual preferred stock, tier 1 minority interests, grandfathered TRUPs, and Troubled Asset Relief Program instruments, minus applicable regulatory adjustments and deductions.

Tier 2 Capital: The sum of subordinated debt and preferred stock, total capital minority interests not included in Tier 1, allowance for loan and lease losses (not exceeding 1.25 percent of risk-weighted assets) minus applicable regulatory

adjustments and deductions.

Deposits and Other Liabilities

Total deposits of $4.2 billion at September 30, 2014 increased $265.6 million or 6.7% from December 31, 2013. The increase from year-end 2013 was comprised mainly of increases in money market savings and interest bearing checking deposits (up $120.0 million), non interest bearing deposits (up $80.5 million) and time deposit accounts (up $65.1 million).

The most significant source of funding for the Company is core deposits. The Company defines core deposits as total deposits less time deposits of $250,000 or more (formerly $100,000), brokered deposits and municipal money market deposits. Core deposits of $3.4 billion increased $132.8 million at September 30, 2014 compared to year-end 2013. Core deposits represented 81.3% of total deposits at September 30, 2014, compared to 83.4% of total deposits at December 31, 2013.

Municipal money market savings and interest checking accounts of $709.0 million at September 30, 2014 increased $108.7 million or 18.1% from $600.3 million at year-end 2013. In general, there is a seasonal pattern to municipal deposits starting with a low point during July and August. Account balances tend to increase throughout the fall and into the winter months from tax deposits and the Company receives an additional inflow at the end of March from the electronic deposit of state funds.

The Company uses both retail and wholesale repurchase agreements. Retail repurchase agreements are arrangements with local customers of the Company, in which the Company agrees to sell securities to the customer with an agreement to repurchase those securities at a specified later date. Retail repurchase agreements totaled $41.8 million at September 30, 2014, and $55.3 million at December 31, 2013. Management generally views local repurchase agreements as an alternative to large time deposits. The Company's wholesale repurchase agreements totaled $86.6 million at September 30, 2014 and included $55.0 million with the FHLB and $31.6 million with a large financial institution. Wholesale repurchase agreements totaled $112.4 million at December 31, 2013.

The Company's other borrowings totaled $166.5 million at September 30, 2014, down $165.0 million or 49.8% from $331.5 million at December 31, 2013. Borrowings at September 30, 2014 included $42.0 million in FHLB overnight advances, $111.0 million of FHLB term advances, and a $13.5 million advance from a bank. Borrowings at year-end 2013 included $215.7 million in overnight advances from FHLB, $101.3 million of FHLB term advances, and a $14.5 million advance from a bank. The decrease in short term borrowings reflects the repayment of overnight FHLB advances with other funding sources, mainly deposits. Of the $111.0 million in FHLB term advance at September 30, 2014, $71.0 million is due over one year. In 2007, the Company elected the fair value option under FASB ASC Topic 825 for a $10.0 million advance with the FHLB. The fair value of this advance decreased by $260,000 (net mark-to-market gain of $260,000) over the nine months ended September 30, 2014.

Liquidity

The objective of liquidity management is to ensure the availability of adequate funding sources to satisfy the demand for credit, deposit withdrawals, and business investment opportunities. The Company's large, stable core deposit base and strong capital position are the foundation for the Company's liquidity position. The Company uses a variety of resources to meet its liquidity needs, which include deposits, cash and cash equivalents, short-term investments, cash flow from lending and investing activities, repurchase agreements, and borrowings. The Company's Asset/Liability Management Committee monitors asset and liability positions of the Company's subsidiary banks individually and on a combined basis. The Committee reviews periodic reports on liquidity and interest rate sensitivity positions. Comparisons with industry and peer groups are also monitored. The Company's strong reputation in the communities it serves, along with its strong financial condition, provides access to numerous sources of liquidity as described below. Management believes these diverse liquidity sources provide sufficient means to meet all demands on the Company's liquidity that are reasonably likely to occur.

Core deposits, discussed above under "Deposits and Other Liabilities", are a primary and low cost funding source obtained primarily through the Company's branch network. In addition to core deposits, the Company uses non-core funding sources to support asset growth. These non-core funding sources include time deposits of $250,000 or more, brokered time deposits, national deposit listing services, municipal money market deposits, bank borrowings, securities sold under agreements to repurchase and overnight and term advances from the FHLB. Rates and terms are the primary determinants of the mix of these funding sources. Non-core funding sources of $1.1 billion at September 30, 2014 decreased $71.5 million or 6.2% as compared to year end 2013. Non-core funding sources, as a percentage of total liabilities, were 23.6% at September 30, 2014, compared to 25.4% at December 31, 2013. The decrease in non-core funding sources reflects the repayment of overnight borrowings with the FHLB as a result of deposit growth.

Non-core funding sources may require securities to be pledged against the underlying liability. Securities carried at $1.1 billion and $1.0 billion at September 30, 2014 and December 31, 2013, respectively, were either pledged or sold under agreements to repurchase. Pledged securities represented 77.5% of total securities at September 30, 2014, compared to 74.7% of total securities at December 31, 2013.

Cash and cash equivalents totaled $85.1 million as of September 30, 2014 which was relatively flat compared to $82.9 million at December 31, 2013. Short-term investments, consisting of securities due in one year or less, increased from $37.0 million at December 31, 2013, to $59.6 million on September 30, 2014. The Company also had $9.5 million of securities designated as trading securities at September 30, 2014.

Cash flow from the loan and investment portfolios provides a significant source of liquidity. These assets may have stated maturities in excess of one year, but have monthly principal reductions. Total mortgage-backed securities, at fair value, were $709.8 million at September 30, 2014 compared with $724.5 million at December 31, 2013. Outstanding principal balances of residential mortgage loans, consumer loans, and leases totaled approximately $1.0 billion at September 30, 2014 as compared to $993.6 million at December 31, 2013. Aggregate amortization from monthly payments on these assets provides significant additional cash flow to the Company.

Liquidity is enhanced by ready access to national and regional wholesale funding sources including Federal funds purchased, repurchase agreements, brokered certificates of deposit, and FHLB advances. Through its subsidiary banks, the Company has borrowing relationships with the FHLB and correspondent banks, which provide secured and unsecured borrowing capacity. At September 30, 2014, the unused borrowing capacity on established lines with the FHLB was $1.1 billion. As members of the FHLB, the Company's subsidiary banks can use certain unencumbered mortgage-related assets and securities to secure additional borrowings from the FHLB. At September 30, 2014, total unencumbered residential mortgage loans and securities of the Company were $699.3 million. Additional assets may also qualify as collateral for FHLB advances upon approval of the FHLB.

The Company has not identified any trends or circumstances that are reasonably likely to result in material increases or decreases in liquidity in the near term.

The Company continues to evaluate the potential impact on liquidity management of regulatory proposals, including Basel III and those required under the Dodd-Frank Act.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Interest rate risk is the primary market risk category associated with the Company's operations. Interest rate risk refers to the volatility of earnings caused by changes in interest rates. The Company manages interest rate risk using income simulation to measure interest rate risk inherent in its on-balance sheet and off-balance sheet financial instruments at a given point in time. The simulation models are used to estimate the potential effect of interest rate shifts on net interest income for future periods. Each quarter, the Company's Asset/Liability Management Committee reviews the simulation results to determine whether the exposure of net interest income to changes in interest rates remains within levels approved by the Company's Board of Directors. The Committee also considers strategies to manage this exposure and incorporates these strategies into the investment and funding decisions of the Company. The Company does not currently use derivatives, such as interest rate swaps, to manage its interest rate risk exposure, but may consider such instruments in the future.

The Company's Board of Directors has set a policy that interest rate risk exposure will remain within a range whereby net interest income will not decline by more than 10% in one year as a result of a 100 basis point parallel change in rates. Based upon the simulation analysis performed as of August 31, 2014 a 200 basis point parallel upward change in interest rates over a one-year time frame would result in a one-year decrease in net interest income from the base case of approximately 0.5%, while a 100 basis point parallel decline in interest rates over a one-year period would result in an decrease in one-year net interest income from the base case of 1.2%. The simulation assumes no balance sheet growth and no management action to address balance sheet mismatches.

If rates rise in a parallel fashion (+200 basis points over 12 months, or +400 basis points over 24 months), net interest income is expected to trend slightly below the base assumption, as upward adjustments to rate sensitive deposits and short-term funding outpace increases to asset yields which are concentrated in intermediate to longer-term products. Once market rates stabilize, increases to funding costs dissipate while asset yields continue to cycle higher. As a result, net interest income improves for the remainder of the projection period.

Although the simulation model is useful in identifying potential exposure to interest rate movements, actual results may differ from those modeled as the repricing, maturity, and prepayment characteristics of financial instruments may change to a different degree than modeled. In addition, the model does not reflect actions that management may employ to manage the Company’s interest rate risk exposure. The Company’s current liquidity profile, capital position, and growth prospects, offer a level of flexibility for management to take actions that could offset some of the negative effects of unfavorable movements in interest rates. Management believes the current exposure to changes in interest rates is not significant in relation to the earnings and capital strength of the Company.

In addition to the simulation analysis, management uses an interest rate gap measure. The table below is a Condensed Static Gap Report, which illustrates the anticipated repricing intervals of assets and liabilities as of September 30, 2014. The Company’s one-year net interest rate gap was a negative $226.9 million or 4.46% of total assets at September 30, 2014, compared with a negative $288.7 million or 5.77% of total assets at December 31, 2013. A negative gap position exists when the amount of interest-bearing liabilities maturing or repricing exceeds the amount of interest-earning assets maturing or repricing within a particular time period. This analysis suggests that the Company’s net interest income is moderately more vulnerable to an increasing rate environment than it is to a prolonged declining interest rate environment. An interest rate gap measure could be significantly affected by external factors such as a rise or decline in interest rates, loan or securities prepayments, and deposit withdrawals.

Condensed Static Gap –September 30, 2014		Repricing Interval			
(in thousands)	Total	0-3 months	3-6 months	6-12 months	Cumulative 12 months
Interest-earning assets[1]	$4,706,012	$956,999	$242,673	$407,767	$1,607,439
Interest-bearing liabilities	3,573,601	1,405,681	174,952	253,679	1,834,312
Net gap position		(448,682)	67,721	154,088	(226,873)
Net gap position as a percentage of total assets		(8.81%)	1.33%	3.03%	(4.46%)

[1] *Balances of available securities are shown at amortized cost*

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of September 30, 2014. Based upon that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Report on Form 10-Q, the Company’s disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company’s internal control over financial reporting that occurred during the quarter ended September 30, 2014, that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

There have been no material changes in the risk factors previously disclosed under Item 1A. of the Company’s Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2013.

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

Issuer Purchases of Equity Securities

	Total Number of Shares Purchased (a)	Average Price Paid Per Share (b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (d)
July 1, 2014 through July 31, 2014	2,010	$ 48.23	0	400,000
August 1, 2014 through August 31, 2014	27,558	45.09	26,909	373,091
September 1, 2014 through September 30, 2014	38,150	45.03	38,150	334,941
Total	67,718	**$** 45.15	65,059	334,941

Included in the table above are 2,010 shares purchased in July 2014, at an average cost of $48.23 and 649 shares purchased in August 2014, at an average cost of $44.50, in each case by the trustee of the rabbi trust established by the Company under the Company's Amended and Restated Retainer Plan For Eligible Directors of Tompkins Financial Corporation and its wholly-owned Subsidiaries. The shares purchased were part of the director deferred compensation under that plan.

On July 24, 2014, the Company's Board of Directors authorized a new stock repurchase plan for the Company to repurchase up to 400,000 shares of the Company's common stock. Purchases may be made on the open market or in privately negotiated transactions over the 24 months following adoption of the plan. The repurchase program may be suspended, modified or terminated at any time for any reason. During the third quarter of 2014, the Company repurchased 65,059 shares at an average price of $45.06.

Recent Sales of Unregistered Securities

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosure

Not applicable

Item 5. Other Information

On September 2, 2014, the Company and James W. Fulmer, Vice Chairman of the Company, entered into an amendment to Mr. Fulmer's Supplemental Executive Retirement Agreement dated December 28, 2005. A copy of the amendment is being filed as Exhibit 10.1 to this Quarterly Report on Form 10-Q.

Item 6. Exhibits

The information called for by this item is incorporated by reference to the Exhibit Index included in this Quarterly Report on Form 10-Q, immediately following the signature page.

SIGNATURES

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

Date: November 10, 2014

TOMPKINS FINANCIAL CORPORATION

By: /S/ Stephen S. Romaine
Stephen S. Romaine
President and Chief Executive Officer
(Principal Executive Officer)

By: /S/ Francis M. Fetsko
Francis M. Fetsko
Executive Vice President, Chief Financial Officer, and Chief Operating Officer
(Principal Financial Officer)
(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description	Pages
10.1	Amendment to Supplemental Executive Retirement Agreement between James W. Fulmer and the Company (f/k/a Tompkins Trustco. Inc.), dated as of September 2, 2014.	
31.1	Certification of Principal Executive Officer as required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.	
31.2	Certification of Principal Financial Officer as required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.	
32.1	Certification of Principal Executive Officer as required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, 18 U.S.C. Section 1350.	
32.2	Certification of Principal Financial Officer as required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, 18 U.S.C. Section 1350.	
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Condition as of September 30, 2014 and December 31, 2013; (ii) Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2014 and 2013; (iii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30,2014 and 2013; (iv)Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and 2013; (v) Condensed Consolidated Statements of Changes in Shareholders' Equity for the nine months ended September 30, 2014 and 2013; and (vi) Notes to Unaudited Condensed Consolidated Financial Statements.	