

CSB BANCORP INC /OH  
Form 10-Q  
November 13, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended: September 30, 2012

OR

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

Commission file number: 0-21714

**CSB Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

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**Ohio**  
(State or other jurisdiction of  
incorporation or organization)  
**34-1687530**  
(I.R.S. Employer  
Identification Number)  
**91 North Clay, P.O. Box 232, Millersburg, Ohio 44654**  
(Address of principal executive offices)  
**(330) 674-9015**  
(Registrant's telephone number)

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of the registrant's common stock, as of the latest practicable date.

Common stock, \$6.25 par value

Outstanding at November 13, 2012:  
2,734,799 common shares

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CSB BANCORP, INC

FORM 10-Q

QUARTER ENDED September 30, 2012

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## CSB BANCORP, INC.

## PART I FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## CONSOLIDATED BALANCE SHEETS

(Unaudited)

	September 30, 2012	December 31, 2011
<b>ASSETS</b>		
<i>(Dollars in thousands)</i>		
Cash and cash equivalents		
Cash and due from banks	\$ 12,913	\$ 12,519
Interest-earning deposits in other banks	41,762	69,739
Total cash and cash equivalents	54,675	82,258
Securities		
Available-for-sale, at fair value	134,889	123,026
Restricted stock, at cost	5,463	5,463
Total securities	140,352	128,489
Loans held for sale		
	540	0
Loans		
Less allowance for loan losses	352,748	324,182
	4,661	4,082
Net loans	348,087	320,100
Premises and equipment, net		
	8,425	8,513
Core deposit intangible	931	1,034
Goodwill	4,728	4,728
Bank-owned life insurance	8,237	3,068
Accrued interest receivable and other assets	2,808	3,043
<b>TOTAL ASSETS</b>	<b>\$ 568,783</b>	<b>\$ 551,233</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>LIABILITIES</b>		
Deposits		
Noninterest-bearing	\$ 91,022	\$ 85,890
Interest-bearing	363,277	357,663
Total deposits	454,299	443,553
Short-term borrowings		
	43,011	37,073

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Other borrowings	16,738	19,161
Accrued interest payable and other liabilities	2,634	2,017
Total liabilities	516,682	501,804
<b>SHAREHOLDERS EQUITY</b>		
Common stock, \$6.25 par value. Authorized 9,000,000 shares; issued 2,980,602 shares; outstanding 2,734,799 shares in 2012 and 2011	18,629	18,629
Additional paid-in capital	9,994	9,994
Retained earnings	26,342	24,391
Treasury stock at cost- 245,803 shares in 2012 and 2011	(5,015)	(5,015)
Accumulated other comprehensive income	2,151	1,430
Total shareholders equity	52,101	49,429
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 568,783</b>	<b>\$ 551,233</b>

See notes to unaudited consolidated financial statements.

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## CSB BANCORP, INC.

## CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

<i>(Dollars in thousands, except per share data)</i>	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>INTEREST AND DIVIDEND INCOME</b>				
Loans, including fees	\$ 4,357	\$ 4,233	\$ 12,881	\$ 12,745
Taxable securities	638	601	2,074	1,809
Nontaxable securities	120	110	363	310
Other	32	14	112	42
Total interest and dividend income	5,147	4,958	15,430	14,906
<b>INTEREST EXPENSE</b>				
Deposits	559	663	1,789	2,154
Short-term borrowings	22	33	71	112
Other borrowings	140	165	434	513
Total interest expense	721	861	2,294	2,779
<b>NET INTEREST INCOME</b>	4,426	4,097	13,136	12,127
<b>PROVISION FOR LOAN LOSSES</b>				
	206	240	617	710
Net interest income, after provision for loan losses	4,220	3,857	12,519	11,417
<b>NONINTEREST INCOME</b>				
Service charges on deposit accounts	345	286	971	810
Trust services	175	154	503	504
Debit card interchange fees	195	154	590	444
Gain on sale of loans, net	169	54	362	153
Securities gains, net	0	237	0	237
Other	189	159	629	441
Total noninterest income	1,073	1,044	3,055	2,589
<b>NONINTEREST EXPENSES</b>				
Salaries and employee benefits	1,985	1,856	5,909	5,412
Occupancy expense	280	208	767	631
Equipment expense	154	127	448	370
Professional fees	172	200	621	536
Franchise tax expense	138	135	415	405
FDIC assessment expense	83	36	238	254
Software expense & amortization	94	98	275	284
Marketing and public relations	83	83	235	215
Debit card expense	82	70	230	196
Amortization of intangible assets	37	15	103	46
Net cost of operation of other real estate	0	(51)	8	(51)
Other	420	681	1,383	1,563

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Total noninterest expenses	3,528	3,458	10,632	9,861
Income before income taxes	1,765	1,443	4,942	4,145
<b>FEDERAL INCOME TAX PROVISION</b>	534	444	1,515	1,278
<b>NET INCOME</b>	<b>\$ 1,231</b>	<b>\$ 999</b>	<b>\$ 3,427</b>	<b>\$ 2,867</b>
<b>Basic and diluted net income per share</b>	<b>\$ 0.45</b>	<b>\$ 0.37</b>	<b>\$ 1.25</b>	<b>\$ 1.05</b>

See notes to unaudited consolidated financial statements.

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## CSB BANCORP, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

<i>(Dollars in thousands)</i>	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Net income	\$ 1,231	\$ 999	\$ 3,427	\$ 2,867
Other comprehensive income, before tax:				
Unrealized gains arising during the period	282	458	1,093	1,216
Income tax effect	(96)	(156)	(372)	(413)
Reclassification adjustment for gains on available for sale securities included in net income	0	(237)	0	(237)
Income tax effect	0	81	0	81
Other comprehensive gain	186	146	721	646
Total comprehensive income	\$ 1,417	\$ 1,145	\$ 4,148	\$ 3,513

See notes to unaudited consolidated financial statements.



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## CSB BANCORP, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited)

<i>(Dollars in thousands, except per share data)</i>	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Balance at beginning of period	\$ 51,176	\$ 48,538	\$ 49,429	\$ 47,154
Comprehensive income:				
Net income	1,231	999	3,427	2,867
Other comprehensive income	186	146	721	646
<b>Total comprehensive income</b>	<b>1,417</b>	<b>1,145</b>	<b>4,148</b>	<b>3,513</b>
Common cash dividends declared	(492)	(492)	(1,476)	(1,476)
<b>Balance at end of period</b>	<b>\$ 52,101</b>	<b>\$ 49,191</b>	<b>\$ 52,101</b>	<b>\$ 49,191</b>
Common cash dividends declared per share	\$ 0.18	\$ 0.18	\$ 0.54	\$ 0.54

See notes to unaudited consolidated financial statements.

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## CSB BANCORP, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended September 30,	
	2012	2011
<i>(Dollars in thousands)</i>		
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>\$ 4,388</b>	<b>\$ 3,857</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Securities available-for-sale:		
Proceeds from maturities and repayments	54,051	27,928
Purchases	(65,222)	(40,159)
Proceeds from sale of securities	0	3,244
Loan originations, net of repayments	(28,702)	248
Proceeds from sale of other real estate owned	26	347
Property, equipment, and software acquisitions	(503)	(311)
Purchase of bank-owned life insurance	(5,000)	0
Net cash used in investing activities	(45,350)	(8,703)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net change in deposits	10,849	1,396
Net change in short-term borrowings	5,938	509
Repayments of other borrowings	(2,423)	(3,576)
Cash dividends paid	(985)	(985)
Net cash provided by (used in) financing activities	13,379	(2,656)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(27,583)</b>	<b>(7,502)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>82,258</b>	<b>48,360</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 54,675</b>	<b>\$ 40,858</b>
<b>SUPPLEMENTAL DISCLOSURES</b>		
Cash paid during the year for:		
Interest	\$ 2,426	\$ 2,868
Income taxes	1,170	1,100
Noncash investing activities:		
Transfer of loans to other real estate owned	56	764
Noncash financing activities:		
Dividends declared	492	492

See notes to unaudited consolidated financial statements.

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CSB BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accompanying condensed consolidated financial statements include the accounts of CSB Bancorp, Inc. and its wholly-owned subsidiaries, The Commercial and Savings Bank (the Bank) and CSB Investment Services, LLC (together referred to as the Company or CSB). All significant intercompany transactions and balances have been eliminated in consolidation.

The condensed consolidated financial statements have been prepared without audit. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present fairly the Company's financial position at September 30, 2012, and the results of operations and changes in cash flows for the periods presented have been made.

Certain information and footnote disclosures typically included in financial statements prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) have been omitted. The Annual Report for CSB for the year ended December 31, 2011, contains consolidated financial statements and related footnote disclosures, which should be read in conjunction with the accompanying consolidated financial statements. The results of operations for the period ended September 30, 2012 are not necessarily indicative of the operating results for the full year or any future interim period.

**RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments in this Update are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. For nonpublic entities, the amendments are effective for annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company has provided the necessary disclosure in Note 4 and Note 5.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. The amendments in this Update improve the comparability, clarity, consistency, and transparency of financial reporting and increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS, the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. All entities that report items of comprehensive income, in any period presented, will be affected by the changes in this Update. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. For nonpublic entities, the amendments are effective for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. The amendments in this Update should be applied retrospectively, and early adoption is permitted. The Company has provided the necessary disclosure in the Statement of Comprehensive Income.

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CSB BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

In September 2011, the FASB issued ASU 2011-08, *Intangibles – Goodwill and Other Topics (Topic 350), Testing Goodwill for Impairment*. The objective of this update is to simplify how entities, both public and nonpublic, test goodwill for impairment. The amendments in the Update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this Update, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments in this Update apply to all entities, both public and nonpublic, that have goodwill reported in their financial statements and are effective for interim and annual goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. This ASU is not expected to have a significant impact on the Company's financial statements.

In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. In order to defer only those changes in Update 2011-05 that relate to the presentation of reclassification adjustments, the paragraphs in this Update supersede certain pending paragraphs in Update 2011-05. Entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before Update 2011-05. All other requirements in Update 2011-05 are not affected by this Update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. Public entities should apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. Nonpublic entities should begin applying these requirements for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. The Company has provided the necessary disclosure in the Statement of Comprehensive Income.

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 2 SECURITIES**

Securities consist of the following at September 30, 2012 and December 31, 2011:

<i>(Dollars in thousands)</i>	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<b>September 30, 2012</b>				
Available-for-sale:				
U.S. Treasury security	\$ 100	\$ 0	\$ 0	\$ 100
Obligations of U.S. Government corporations and agencies	34,874	52	52	34,874
Mortgage-backed securities in government sponsored entities	76,875	2,491	38	79,328
Obligations of states and political subdivisions	15,402	740	4	16,138
Corporate bonds	4,310	109	36	4,383
Total debt securities	131,561	3,392	130	134,823
Equity securities in financial institutions	69	6	9	66
Total available-for-sale	131,630	3,398	139	134,889
Restricted stock	5,463	0	0	5,463
<b>Total securities</b>	<b>\$ 137,093</b>	<b>\$ 3,398</b>	<b>\$ 139</b>	<b>\$ 140,352</b>
<b>December 31, 2011</b>				
Available-for-sale:				
U.S. Treasury security	\$ 100	\$ 0	\$ 0	\$ 100
Obligations of U.S. Government corporations and agencies	28,263	83	23	28,323
Mortgage-backed securities in government sponsored entities	74,834	1,562	64	76,332
Obligations of states and political subdivisions	14,148	732	0	14,880
Corporate bonds	3,445	6	121	3,330
Total debt securities	120,790	2,383	208	122,965
Equity securities in financial institutions	69	3	11	61
Total available-for-sale	120,859	2,386	219	123,026
Restricted stock	5,463	0	0	5,463
<b>Total securities</b>	<b>\$ 126,322</b>	<b>\$ 2,386</b>	<b>\$ 219</b>	<b>\$ 128,489</b>

The amortized cost and fair value of debt securities at September 30, 2012, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.



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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 2 SECURITIES (CONTINUED)**

<i>(Dollars in thousands)</i>	<b>Amortized cost</b>	<b>Fair value</b>
<b>Available-for-sale:</b>		
Due in one year or less	\$ 280	\$ 280
Due after one through five years	13,172	13,551
Due after five through ten years	20,428	20,899
Due after ten years	97,681	100,093
<b>Total debt securities available-for-sale</b>	<b>\$ 131,561</b>	<b>\$ 134,823</b>

**Realized Gains and Losses**

There were no sales of available-for-sale securities for the three month or nine month periods ending September 30, 2012. Proceeds of \$3.2 million from sales of available-for-sale securities and gross realized gains of \$237 thousand were included in earnings for both the three month and nine month periods ending September 30, 2011. Gains or losses on the sales of available-for-sale securities are recognized upon sale and are determined by the specific identification method.

The following table presents gross unrealized losses and fair value of securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2012 and December 31, 2011:

<i>(Dollars in thousands)</i>	<b>Securities in a continuous unrealized loss position</b>					
	<b>Less than 12 months</b>		<b>12 months or more</b>		<b>Total</b>	
	<b>Gross unrealized losses</b>	<b>Fair value</b>	<b>Gross unrealized losses</b>	<b>Fair value</b>	<b>Gross unrealized losses</b>	<b>Fair value</b>
<b><u>September 30, 2012</u></b>						
Obligations of U.S. Corporations and agencies	\$ 52	\$ 13,945	\$ 0	\$ 0	\$ 52	\$ 13,945
Mortgage-backed securities in government sponsored entities	38	\$ 2,249	0	0	38	2,249
Obligations of state and political subdivisions	4	610	0	0	4	610
Corporate bonds	5	367	31	969	36	1,336
Total debt securities	99	17,171	31	969	130	18,140
Equity securities in financial institutions	0	0	9	45	9	45
<b>Total temporarily impaired securities</b>	<b>\$ 99</b>	<b>\$ 17,171</b>	<b>\$ 40</b>	<b>\$ 1,014</b>	<b>\$ 139</b>	<b>\$ 18,185</b>
<b><u>December 31, 2011</u></b>						
Obligations of U.S. Corporations and agencies	\$ 23	\$ 6,974	\$ 0	\$ 0	\$ 23	\$ 6,974

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Mortgage-backed securities in government sponsored entities	63	16,794	1	192	64	16,986
Corporate bonds	49	2,397	72	428	121	2,825
<b>Total debt securities</b>	<b>135</b>	<b>26,165</b>	<b>73</b>	<b>620</b>	<b>208</b>	<b>26,785</b>
Equity securities in financial institutions	0	0	11	43	11	43
<b>Total temporarily impaired securities</b>	<b>\$ 135</b>	<b>\$ 26,165</b>	<b>\$ 84</b>	<b>\$ 663</b>	<b>\$ 219</b>	<b>\$ 26,828</b>



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CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 2 SECURITIES (CONTINUED)**

There were sixteen (16) securities in an unrealized loss position at September 30, 2012, four (4) of which were in a continuous loss position for twelve months or more. There were seventeen (17) securities in an unrealized loss position at December 31, 2011, two (2) of which were in a continuous loss position for twelve months or more.

At least quarterly, the Company conducts a comprehensive security-level impairment assessment. The assessments are based on the nature of the securities, the extent and duration of the securities in an unrealized loss position, the extent and duration of the loss and management's intent to sell or if it is more likely than not that management will be required to sell a security before recovery of its amortized cost basis, which may be maturity. Management believes the Company will fully recover the cost of these securities and it does not intend to sell these securities and likely will not be required to sell them before the anticipated recovery of the remaining amortized cost basis, which may be maturity. As a result, management concluded that these securities were not other-than-temporarily impaired at September 30, 2012 and has recognized the total amount of the impairment in other comprehensive income, net of tax.

**NOTE 3 LOANS**

Loans consist of the following:

<i>(Dollars in thousands)</i>	<b>September 30, 2012</b>	<b>December 31, 2011</b>
Commercial	\$ 97,983	\$ 89,828
Commercial real estate	118,287	106,332
Residential real estate	108,450	103,518
Construction & Land Development	21,462	18,061
Consumer	6,298	6,216
Total loans before deferred costs	352,480	323,955
Deferred loan costs	268	227
<b>Total Loans</b>	<b>\$ 352,748</b>	<b>\$ 324,182</b>

**Loan Origination/Risk Management**

The Company has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies and non-performing and potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions.

Commercial and industrial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and prudently expand its business. Underwriting standards are designed to promote relationship banking rather than transactional banking. The Company's management examines current and occasionally projected cash flows to determine the ability of the borrower to repay their obligations. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying

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collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial and industrial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and usually incorporate the personal guarantees of business owners; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

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CSB BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 3 LOANS (CONTINUED)**

Commercial real estate loans are subject to underwriting standards and processes similar to commercial and industrial loans, in addition to those of real estate loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's commercial real estate portfolio are diverse in terms of type which helps reduce the Company's exposure to adverse economic events that affect any single market or industry. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans. At September 30, 2012 approximately 82% of the outstanding principal balances of the Company's commercial real estate loans were secured by owner-occupied properties.

With respect to loans to developers and builders that are secured by non-owner occupied properties, the Company generally requires the borrower to have had an existing relationship with the Company and have a proven financial record. Construction and land development loans are underwritten utilizing independent appraisal reviews, sensitivity analysis of absorption and lease rates and financial analysis of the developers and property owners. Construction and land development loans are generally based upon estimates of costs and value associated with the completed project. These estimates may be inaccurate. Construction and land development loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans from the Company or other approved long-term lenders, sales of developed property or an interim loan commitment from the Company until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, governmental regulation of real property, general economic conditions and the availability of long-term financing.

The Company originates consumer loans utilizing a judgmental underwriting process. To monitor and manage consumer loan risk, policies and procedures are developed and modified, as needed, jointly by lenders and loan support personnel. This activity, coupled with relatively small loan amounts spread across many individual borrowers, minimizes risk.

The Company utilizes an independent loan review vendor that reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management and the Audit Committee of the Board of Directors. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company's policies and procedures.

**Concentrations of Credit**

Nearly all of the Company's lending activity occurs within the State of Ohio, including the four counties of Holmes, Stark, Tuscarawas and Wayne, as well as other markets. The majority of the Company's loan portfolio consists of owner occupied commercial real estate and commercial loans. As of September 30, 2012 and December 31, 2011 there were no concentrations of loans related to any single industry.

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 3 LOANS (CONTINUED)**

The following table details activity in the allowance for loan losses by portfolio segment for the three and nine month periods ended September 30, 2012 and 2011. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

<i>(Dollars in thousands)</i>	Commercial	Commercial Real Estate	Residential Real Estate	Construction & Land Development	Consumer	Unallocated	Total
<b>Three months ended September 30, 2012</b>							
Beginning balance, July 1, 2012	\$ 896	\$ 1,927	\$ 1,051	\$ 217	\$ 64	\$ 316	\$ 4,471
Provision for possible loan losses	94	108	(45)	85	46	(82)	206
Charge-offs	0	0	0	0	(39)		(39)
Recoveries	2	0	10	0	11		23
Net charge-offs	2	0	10	0	(28)		(16)
Ending balance	\$ 992	\$ 2,035	\$ 1,016	\$ 302	\$ 82	\$ 234	\$ 4,661

<i>(Dollars in thousands)</i>	Commercial	Commercial Real Estate	Residential Real Estate	Construction & Land Development	Consumer	Unallocated	Total
<b>Nine months ended September 30, 2012</b>							
Beginning balance, January 1, 2012	\$ 1,024	\$ 1,673	\$ 894	\$ 180	\$ 78	\$ 233	\$ 4,082
Provision for possible loan losses	(33)	376	127	122	24	1	617
Charge-offs	(15)	(14)	(104)	0	(70)		(203)
Recoveries	16	0	99	0	50		165
Net charge-offs	1	(14)	(5)	0	(20)		(38)
Ending balance	\$ 992	\$ 2,035	\$ 1,016	\$ 302	\$ 82	\$ 234	\$ 4,661

<i>(Dollars in thousands)</i>	Commercial	Commercial Real Estate	Residential Real Estate	Construction & Land Development	Consumer	Unallocated	Total
<b>Three months ended September 30, 2011</b>							
Beginning balance, July 1, 2011	\$ 1,012	\$ 1,558	\$ 776	\$ 272	\$ 81	\$ 355	\$ 4,054
Provision for possible loan losses	(9)	(59)	304	4	2	(2)	240
Charge-offs	(36)	(25)	(72)	(41)	(18)		(192)
Recoveries	1	0	0	0	13		14
Net charge-offs	(35)	(25)	(72)	(41)	(5)		(178)

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Ending balance	\$ 968	\$ 1,474	\$ 1,008	\$ 235	\$ 78	\$ 353	\$ 4,116
	Commercial	Commercial Real Estate	Residential Real Estate	Construction & Land Development	Consumer	Unallocated	Total
<i>(Dollars in thousands)</i>							
<b>Nine months ended September 30, 2011</b>							
Beginning balance, January 1, 2011	\$ 1,179	\$ 1,183	\$ 1,057	\$ 213	\$ 80	\$ 319	\$ 4,031
Provision for possible loan losses	120	359	98	63	36	34	710
Charge-offs	(343)	(68)	(156)	(41)	(78)		(686)
Recoveries	12	0	9	0	40		61
Net charge-offs	(331)	(68)	(147)	(41)	(38)		(625)
Ending balance	\$ 968	\$ 1,474	\$ 1,008	\$ 235	\$ 78	\$ 353	\$ 4,116

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 3 LOANS (CONTINUED)**

The following table presents the balance in the allowance for loan losses and the ending loan balances by portfolio segment and based on the impairment method as of September 30, 2012 and December 31, 2011:

<i>(Dollars in thousands)</i>	<b>Commercial</b>	<b>Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Construction &amp; Land Development</b>	<b>Consumer</b>	<b>Unallocated</b>	<b>Total</b>
<b>September 30, 2012</b>							
Allowance for loan losses:							
Ending allowance balances attributable to loans:							
Individually evaluated for impairment	\$ 86	\$ 688	\$ 57	\$ 61	\$ 0	\$ 0	\$ 892
Collectively evaluated for impairment	906	1,347	959	241	82	234	3,769
Total ending allowance balance	\$ 992	\$ 2,035	\$ 1,016	\$ 302	\$ 82	\$ 234	\$ 4,661
Loans:							
Loans individually evaluated for impairment	\$ 3,915	\$ 4,911	\$ 1,151	\$ 166	\$ 0		\$ 10,143
Loans collectively evaluated for impairment	94,068	113,376	107,299	21,296	6,298		342,337
Total ending loans balance	\$ 97,983	\$ 118,287	\$ 108,450	\$ 21,462	\$ 6,298		\$ 352,480
<b>December 31, 2011</b>							
Allowance for loan losses:							
Ending allowance balances attributable to loans:							
Individually evaluated for impairment	\$ 165	\$ 304	\$ 53	\$ 0	\$ 0	\$ 0	\$ 522
Collectively evaluated for impairment	859	1,369	841	180	78	233	3,560
Total ending allowance balance	\$ 1,024	\$ 1,673	\$ 894	\$ 180	\$ 78	\$ 233	\$ 4,082
Loans:							
Loans individually evaluated for impairment	\$ 4,605	\$ 2,476	\$ 182	\$ 0	\$ 0		\$ 7,263
Loans collectively evaluated for impairment	85,223	103,856	103,336	18,061	6,216		316,692
Total ending loans balance	\$ 89,828	\$ 106,332	\$ 103,518	\$ 18,061	\$ 6,216		\$ 323,955

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 3 LOANS (CONTINUED)**

The following table presents loans individually evaluated for impairment by class of loans as of September 30, 2012 and December 31, 2011:

<i>(Dollars in thousands)</i>	Unpaid Principal Balance	Recorded Investment with no Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
<b>September 30, 2012</b>						
Commercial	\$ 3,915	\$ 0	\$ 3,928	\$ 3,928	\$ 86	\$ 4,243
Commercial real estate	4,950	1,263	3,641	4,904	689	4,160
Residential real estate	1,229	88	1,066	1,154	57	646
Construction & land development	173	0	166	166	61	166
Total impaired loans	\$ 10,267	\$ 1,351	\$ 8,801	\$ 10,152	\$ 893	\$ 9,215
<b>December 31, 2011</b>						
Commercial	\$ 4,605	\$ 0	\$ 4,605	\$ 4,605	\$ 165	\$ 2,890
Commercial real estate	2,621	0	2,476	2,476	304	2,924
Residential real estate	182	0	182	182	53	103
Total impaired loans	\$ 7,408	\$ 0	\$ 7,263	\$ 7,263	\$ 522	\$ 5,917

The following table presents the aging of past due and nonaccrual loans as of September 30, 2012 and December 31, 2011 by class of loans:

<i>(Dollars in thousands)</i>	Current	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days + Past Due	Non- Accrual	Total Past Due and Non- Accrual	Total Loans
<b>September 30, 2012</b>							
Commercial	\$ 97,782	\$ 123	\$ 21	\$ 0	\$ 57	\$ 201	\$ 97,983
Commercial real estate	115,390	257	0	11	2,629	2,897	118,287
Residential	106,318	1,097	243	141	651	2,132	108,450
Construction	20,621	668	0	0	173	841	21,462
Consumer	6,124	111	63	0	0	174	6,298
Total Loans	\$ 346,235	\$ 2,256	\$ 327	\$ 152	\$ 3,510	\$ 6,245	\$ 352,480
<b>December 31, 2011</b>							
Commercial	\$ 89,365	\$ 272	\$ 28	\$ 150	\$ 13	\$ 463	\$ 89,828

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Commercial real estate	103,828	587	250	141	1,526	2,504	106,332
Residential	100,297	1,443	303	282	1,193	3,221	103,518
Construction	17,885	0	0	0	176	176	18,061
Consumer	5,985	194	29	8	0	231	6,216
Total Loans	\$ 317,360	\$ 2,496	\$ 610	\$ 581	\$ 2,908	\$ 6,595	\$ 323,955



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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 3 LOANS (CONTINUED)****Troubled Debt Restructurings**

The Company has troubled debt restructurings of \$8.3 million as of September 30, 2012, and \$8.5 million as of December 31, 2011, with \$600 thousand and \$516 thousand of specific reserves allocated as of September 30, 2012 and December 31, 2011 respectively to customers whose loan terms have been modified in troubled debt restructurings. At September 30, 2012, \$7.6 million of the loans classified as troubled debt restructurings were performing to modified terms. The remaining \$631 thousand were in nonaccrual status.

Loan modifications that are considered troubled debt restructurings completed during the three and nine month periods ended September 30, 2012 and 2011 were as follows:

	<b>For the Three Months Ended September 30, 2012</b>		
	<b>Number of loans restructured</b>	<b>Pre- Modification Recorded Investment</b>	<b>Post- Modification Recorded Investment</b>
<i>(Dollars in thousands)</i>			
Commercial real estate	0	\$ 0	\$ 0
Residential real estate	1	206	206
<b>Total Restructured Loans</b>	<b>1</b>	<b>\$ 206</b>	<b>\$ 206</b>
Subsequently Defaulted	0	\$ 0	

	<b>For the Nine Months Ended September 30, 2012</b>		
	<b>Number of loans restructured</b>	<b>Pre- Modification Recorded Investment</b>	<b>Post- Modification Recorded Investment</b>
<i>(Dollars in thousands)</i>			
Commercial real estate	1	\$ 140	\$ 140
Residential real estate	8	694	694
<b>Total Restructured Loans</b>	<b>9</b>	<b>\$ 834</b>	<b>\$ 834</b>
Subsequently Defaulted	1	\$ 60	

	<b>For the Three Months Ended September 30, 2011</b>		
	<b>Number of loans</b>	<b>Pre- Modification Recorded</b>	<b>Post- Modification Recorded</b>
<i>(Dollars in thousands)</i>			

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	restructured	Investment	Investment
Commercial real estate	1	\$ 298	\$ 298
Residential real estate	0	0	0
<b>Total Restructured Loans</b>	<b>1</b>	<b>\$ 298</b>	<b>\$ 298</b>
Subsequently Defaulted	0	\$ 0	

	For the Nine Months Ended September 30, 2011		
	Number of loans restructured	Pre- Modification Recorded Investment	Post- Modification Recorded Investment
<i>(Dollars in thousands)</i>			
Commercial	3	\$ 4,465	\$ 4,465
Commercial real estate	2	518	518
Residential real estate	5	285	285
<b>Total Restructured Loans</b>	<b>10</b>	<b>\$ 5,268</b>	<b>\$ 5,268</b>
Subsequently Defaulted	1	\$ 90	

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CSB BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 3 LOANS (CONTINUED)**

The loans restructured during the three and nine month periods ending September 30, 2012 and 2011 were modified by changing the monthly payment to interest only. No principal reductions were made. The loan that subsequently defaulted in 2012 was a residential real estate loan.

**Credit Quality Indicators**

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes commercial loans individually by classifying the loans as to credit risk. This analysis includes commercial loans with an outstanding balance greater than \$275 thousand and is performed on an annual basis.

The Company uses the following definitions for risk ratings:

**Pass.** Loans classified as pass (Acceptable, Low Acceptable or Pass Watch) may exhibit a wide array of characteristics but at minimum represent an acceptable risk to the Bank. Borrowers in this rating may have leveraged but acceptable balance sheet positions, satisfactory asset quality, and stable to favorable sales and earnings trends, acceptable liquidity and adequate cash flow. Loans are considered fully collectible and require an average amount of administration. While generally adhering to credit policy, these loans may exhibit occasional exceptions that do not result in undue risk to the Bank. Borrowers are generally capable of absorbing setbacks, financial and otherwise, without the threat of failure.

**Special Mention.** Loans classified as special mention have material weaknesses that deserve management's close attention. If left uncorrected, these weaknesses may result in deterioration of the repayment prospects for the loan at some future date.

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

**Doubtful.** Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans that do not meet the criteria for special mention, substandard or doubtful classification, when analyzed individually as part of the above described process are considered to be pass rated loans. As of September 30, 2012 and December 31, 2011, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**Note 3 Loans (CONTINUED)**

*(Dollars in thousands)*

	Pass	Special Mention	Substandard	Doubtful	Not Rated	Total
<b>September 30, 2012</b>						
Commercial	\$ 86,829	\$ 4,905	\$ 6,075	\$ 0	\$ 174	\$ 97,983
Commercial real estate	100,725	5,369	9,081	0	3,112	118,287
Residential real estate	204	0	55	0	108,191	108,450
Construction & land development	15,505	3,369	1,214	0	1,374	21,462
Consumer	0	0	0	0	6,298	6,298
<b>Total</b>	<b>\$ 203,263</b>	<b>\$ 13,643</b>	<b>\$ 16,425</b>	<b>\$ 0</b>	<b>\$ 119,149</b>	<b>\$ 352,480</b>
<b>December 31, 2011</b>						
Commercial	\$ 76,216	\$ 5,147	\$ 7,710	\$ 0	\$ 755	\$ 89,828
Commercial real estate	84,846	10,385	8,686	0	2,415	106,332
Residential real estate	1,151	0	61	0	102,306	103,518
Construction & land development	12,695	4,340	168	0	858	18,061
Consumer	0	0	0	0	6,216	6,216
<b>Total</b>	<b>\$ 174,908</b>	<b>\$ 19,872</b>	<b>\$ 16,625</b>	<b>\$ 0</b>	<b>\$ 112,550</b>	<b>\$ 323,955</b>

Loans listed as not rated are either less than \$275 thousand or are included in groups of homogeneous loans. The following table presents loans that are not rated by class of loans as of September 30, 2012 and December 31, 2011. Non-performing loans include loans past due 90 days and greater and loans on nonaccrual of interest.

*(Dollars in thousands)*

	Performing	Non-Performing	Total
<b>September 30, 2012</b>			
Commercial	\$ 174	\$ 0	\$ 174
Commercial real estate	3,112	0	3,112
Residential real estate	107,454	737	108,191
Construction & land development	1,367	7	1,374
Consumer	6,298	0	6,298
<b>Total</b>	<b>\$ 118,405</b>	<b>\$ 744</b>	<b>\$ 119,149</b>
<b>December 31, 2011</b>			
Commercial	\$ 755	\$ 0	\$ 755
Commercial real estate	2,415	0	2,415
Residential real estate	100,892	1,414	102,306

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Construction & land development	850	8	858
Consumer	6,208	8	6,216
Total	\$ 111,120	\$ 1,430	\$ 112,550

Loans serviced for others approximated \$56 million and \$50 million at September 30, 2012 and December 31, 2011, respectively.

**NOTE 4 FAIR VALUE MEASUREMENTS**

The Company provides disclosures about assets and liabilities carried at fair value. The framework provides 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 and lowest priority to unobservable inputs. The three broad levels of the fair value hierarchy are described below:

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)**

Level I: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level II: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by corroborated or other means. If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.

Level III: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following table presents the assets reported on the Consolidated Balance Sheets at their fair value on a recurring basis as of September 30, 2012 and December 31, 2011, by level within the fair value hierarchy. No liabilities are carried at fair value. As required by the applicable accounting standards, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Equity securities and U.S. Treasury Notes are valued at the closing price reported on the active market on which the individual securities are traded. Obligations of U.S. government corporations and agencies, mortgage-backed securities, corporate bonds and obligations of states and political subdivisions are valued at observable market data for similar assets.

*(Dollars in thousands)*

	Level I	Level II	Level III	Total
	September 30, 2012			
<b>Assets:</b>				
Securities available-for-sale				
U.S. Treasury security	\$ 100	\$ 0	\$ 0	\$ 100
Obligations of U.S. government corporations and agencies	0	34,874	0	34,874
Mortgage-backed securities in government sponsored entities	0	79,328	0	79,328
Obligations of states and political subdivisions	0	16,138	0	16,138
Corporate bonds	0	4,383	0	4,383
Total debt securities	100	134,723	0	134,823
Equity securities in financial institutions	66	0	0	66
Loans held for sale	540	0	0	540
<b>Total Assets</b>	<b>\$ 706</b>	<b>\$ 134,723</b>	<b>\$ 0</b>	<b>\$ 135,429</b>

December 31, 2011

<b>Assets:</b>				
Securities available-for-sale				
U.S. Treasury security	\$ 100	\$ 0	\$ 0	\$ 100
Obligations of U.S. government corporations and agencies	0	28,323	0	28,323
Mortgage-backed securities in government sponsored entities	0	76,332	0	76,332
Obligations of states and political subdivisions	0	14,880	0	14,880
Corporate bonds	0	3,330	0	3,330
Total debt securities	100	122,865	0	122,965

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Equity securities in financial institutions	61	0	0	61
<b>Total Assets</b>	<b>\$ 161</b>	<b>\$ 122,865</b>	<b>\$ 0</b>	<b>\$ 123,026</b>

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)**

The following table presents the assets measured on a nonrecurring basis on the Consolidated Balance Sheets at their fair value as of September 30, 2012, and December 31, 2011, by level within the fair value hierarchy. The fair value of mortgage servicing rights is based on a valuation model that calculates the present value of estimated net servicing income. As a result, these rights are measured at fair value on a nonrecurring basis and are classified within level III of the fair value hierarchy. Impaired loans measured using a discounted cash flow model, calculate the present value of future loan payments. The valuation models incorporate assumptions based on management's best judgment that are significant inputs to the discounting calculations. Techniques used to value the collateral that secure the impaired loans and other real estate owned include: quoted market prices for identical assets classified as Level I inputs, and observable inputs employed by certified appraisers for similar assets classified as Level II inputs. In cases where valuation techniques included inputs that are unobservable and are based on estimates and assumptions developed by management based on the best information available under each circumstance, the asset valuation is classified as Level III inputs.

*(Dollars in thousands)*

	Level I	Level II	Level III	Total
	<b>September 30, 2012</b>			
<b>Assets measured on a nonrecurring basis:</b>				
Impaired loans	\$ 0	\$ 0	\$ 9,250	\$ 9,250
Other real estate owned	0	0	51	51
Mortgage servicing rights	0	0	192	192
	<b>December 31, 2011</b>			
Impaired loans	\$ 0	\$ 0	\$ 6,741	\$ 6,741
Other real estate owned	0	0	10	10
Mortgage servicing rights	0	0	167	167

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

	Fair value estimate	Valuation techniques	Unobservable input	Range
		<b>September 30, 2012</b>		
		Discounted cash flow	Remaining term	17 mos to 30 yrs
			Discount rate	3.75% to 8%
Impaired loans	\$9,250	Appraisal of collateral <sup>(1), (3)</sup>	Appraisal adjustments <sup>(2)</sup>	0% to -50%
			Liquidation expense <sup>(2)</sup>	0% to -10%
			Management discount	
Other real estate owned	51	Appraisal of collateral <sup>(1), (3)</sup>	for property type	0% to -32%
		Discounted cash flow	Remaining term	8 mos to 30 yrs
Mortgage servicing rights	192		Discount rate	2.1%



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- (1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various inputs which are not identifiable.
- (2) Appraisals may be adjusted by management for qualitative factors such as estimated liquidation expenses. The range of liquidation expenses and other appraisals adjustments are presented as a percent of the appraisal.
- (3) Includes qualitative adjustments by management and estimated liquidation expenses.

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## CSB BANCORP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 5 FAIR VALUES OF FINANCIAL INSTRUMENTS**

The estimated fair values of recognized financial instruments as of September 30, 2012 and December 31, 2011 are as follows:

<i>(Dollars in thousands)</i>	Carrying Value	September 30, 2012			Total Fair Value
		Level I	Level II	Level III	
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 54,675	\$ 54,675	\$ 0	\$ 0	\$ 54,675
Securities	134,889	166	134,723	0	134,889
Loans held for sale	540	540	0	0	540
Net loans	348,087	0	0	353,559	353,559
Bank-owned life insurance	8,237	8,237	0	0	8,237
Regulatory stock	5,463	0	5,463	0	5,463
Accrued interest receivable	1,463	1,463	0	0	1,463
<b>Financial liabilities:</b>					
Deposits	\$ 454,299	\$ 293,229	\$ 0	\$ 162,577	\$ 455,806
Short-term borrowings	43,011	43,011	0	0	43,011
Federal Home Loan Bank advances	16,738	0	0	17,969	17,969
Accrued interest payable	153	153	0	0	153

<i>(Dollars in thousands)</i>	Carrying value	December 31, 2011	
		Carrying value	Fair value
<b>Financial assets:</b>			
Cash and cash equivalents	\$ 82,258	\$ 82,258	\$ 82,258
Securities available for sale	123,026	123,026	123,026
Net loans	320,100	327,138	327,138
Bank-owned life insurance	3,068	3,068	3,068
Regulatory stock	5,463	5,463	5,463
Accrued interest receivable	1,349	1,349	1,349
<b>Financial liabilities:</b>			
Deposits	\$ 443,553	\$ 445,587	\$ 445,587
Short-term borrowings	37,073	37,073	37,073
Federal Home Loan Bank advances	19,161	20,087	20,087
Accrued interest payable	182	182	182

For purposes of the above disclosures of estimated fair value, the following assumptions are used:

**Cash and cash equivalents; Loans held for sale; Accrued interest receivable; Short-term borrowings, and Accrued interest payable**

The fair value of the above instruments is considered to be carrying value. Classified as Level I in the fair value hierarchy.

**Securities**

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The fair value of securities available-for-sale which are measured on a recurring basis are determined primarily by obtaining quoted prices on nationally recognized securities exchanges or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on securities' relationship to other similar securities. Classified as Level I or Level II in the fair value hierarchy

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CSB BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 5 FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)**

**Net Loans**

The fair value for loans is estimated by discounting future cash flows using current market inputs at which loans with similar terms and qualities would be made to borrowers of similar credit quality. Where quoted market prices were available, primarily for certain residential mortgage loans, such market rates were utilized as estimates for fair value. Fair value of non-accrual loans is based on carrying value, classified as Level III.

**Bank-owned Life Insurance**

The carrying amount of bank-owned life insurance is based on the cash surrender value of the policies and is a reasonable estimate of fair value, classified as Level I.

**Regulatory stock**

Regulatory stock includes Federal Home Loan Bank Stock and Federal Reserve Bank Stock. It is not practicable to determine the fair value of regulatory equity securities due to restrictions placed on their transferability. Fair value is based on carrying value, classified as Level II.

**Deposits**

The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rates are estimated using market rates currently offered for similar instruments with similar remaining maturities, resulting in a Level III classification. Demand, savings, and money market deposit accounts are valued at the amount payable on demand as of quarter end, resulting in a Level I classification.

**Federal Home Loan Bank advances**

The fair value of Federal Home Loan Bank advances are estimated using a discounted cash flow analysis based on the current borrowing rates for similar types of borrowings, resulting in a Level III classification.

The Company also has unrecognized financial instruments at September 30, 2012 and December 31, 2011. These financial instruments relate to commitments to extend credit and letters of credit. The aggregated contract amount of such financial instruments was approximately \$105 million at September 30, 2012 and \$92 million at December 31, 2011. Such amounts are also considered to be the estimated fair values.

The fair value estimates of financial instruments are made at a specific point in time based on relevant market information. These estimates do not reflect any premium or discount that could result from offering for sale at one time the entire holdings of a particular financial instrument over the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Since no ready market exists for a significant portion of the financial instruments, fair value estimates are largely based on judgments after considering such factors as future expected credit losses, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore, cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

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CSB BANCORP, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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

The following management's discussion and analysis focuses on the consolidated financial condition of the Company at September 30, 2012 as compared to December 31, 2011, and the consolidated results of operations for the three and nine month periods ended September 30, 2012 compared to the same periods in 2011. The purpose of this discussion is to provide the reader with a more thorough understanding of the Consolidated Financial Statements. This discussion should be read in conjunction with the interim Consolidated Financial Statements and related footnotes.

**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Quarterly Report are not historical facts but rather are forward-looking statements that are subject to certain risks and uncertainties. When used herein, the terms "anticipates", "plans", "expects", "believes", and similar expressions as they relate to the Company or its management are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company's actual results, performance or achievements may materially differ from those expressed or implied in the forward-looking statements. Risks and uncertainties that could cause or contribute to such material differences include, but are not limited to, general economic conditions, interest rate environment, competitive conditions in the financial services industry, changes in law, governmental policies and regulations, and rapidly changing technology affecting financial services. Other factors not currently anticipated may also materially and adversely affect the Company's results of operations, cash flows and financial position. There can be no assurance that future results will meet expectations. While the Company believes that the forward-looking statements in this report are reasonable, the reader should not place undue reliance on any forward-looking statement.

The Company does not undertake, and specifically disclaims any obligation, to publicly revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as may be required by applicable law.

**FINANCIAL CONDITION**

Total assets were \$569 million at September 30, 2012, compared to \$551 million at December 31, 2011, representing an increase of \$18 million, or 3%. Cash and cash equivalents decreased \$28 million, or 33%, during the nine month period ended September 30, 2012, primarily as a result of funding increases in loans and securities and repayment of advances from the FHLB. Securities increased \$12 million, or 9%, during the first nine months of 2012 as bonds were purchased within the US government agency portfolio.

Net loans increased \$28 million, or 9%, during the nine month period ended September 30, 2012. Commercial loans including commercial real estate loans increased \$20 million, or 10%, home equity lines increased \$1 million, or 3%, real estate mortgage loans increased \$4 million, or 6%, construction and land development loans increased \$3 million, or 19%, and consumer loans remained stable over December 31, 2011. Consumers continued to refinance their mortgage loans for lower long-term rates. During the fourth quarter 2011 and first nine months of 2012 the bank originated and retained fifteen year fixed rate mortgage loans for its portfolio. The bank originates and sells fixed rate thirty year mortgages into the secondary market.

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## CSB BANCORP, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The allowance for loan losses as a percentage of total loans was 1.32% at September 30, 2012, an increase from 1.26% at December 31, 2011. Outstanding loan balances increased 9% to \$353 million at September 30, 2012 while net charge-offs of \$38 thousand were offset by a provision of \$617 thousand to the allowance for loan losses for the nine months ended September 30, 2012. Non-performing loans increased \$173 thousand or 5% from December 31, 2011.

<i>(Dollars in thousands)</i>	<b>September 30, 2012</b>	<b>December 31, 2011</b>	<b>September 30, 2011</b>
Non-performing loans	\$ 3,662	\$ 3,489	\$ 3,495
Other real estate	51	10	505
Allowance for loan losses	4,661	4,082	4,116
Total loans	352,748	324,182	313,980
Allowance: loans	1.32%	1.26%	1.31%
Allowance: non-performing loans	1.3x	1.2x	1.2x

The ratio of gross loans to deposits was 78% at September 30, 2012, compared to 73% at December 31, 2011. The increase in this ratio is the result of loan volume increases outpacing increases in deposits during the nine months ended September 30, 2012.

The Company had net unrealized gains of \$3 million within its securities portfolio at September 30, 2012, compared to net unrealized gains of \$2 million at December 31, 2011. The Company has no exposure to government-sponsored enterprise preferred stocks, collateralized debt obligations or trust preferred securities. Management has considered industry analyst reports, sector credit reports and the volatility within the bond market in concluding that the gross unrealized losses of \$139 thousand within the total portfolio as of September 30, 2012, were primarily the result of customary and expected fluctuations in the bond market and not necessarily the expected cash flows of the individual securities. As a result, all security impairments detailed above on September 30, 2012, are considered temporary and no impairment loss relating to these securities has been recognized.

Bank owned life insurance of \$5 million was purchased on the lives of senior management during first quarter of 2012.

Deposits increased \$11 million, or 2% from December 31, 2011 with non-interest bearing deposits increasing \$5 million and interest-bearing deposit accounts increasing \$6 million. By deposit type, increases were recognized in statement and passbook savings accounts and money market savings accounts for the period ended September 30, 2012.

Short-term borrowings consisting of overnight repurchase agreements with retail customers increased \$6 million from December 31, 2011 and other borrowings decreased \$2 million as the Company used cash from interest-earning deposits in other banks to repay required maturities and monthly payments on advances from the FHLB.

Total shareholders' equity amounted to \$52 million, or 9% of total assets, at September 30, 2012, compared to \$49 million, or 9% of total assets, at December 31, 2011. The increase in shareholders' equity during the nine months ended September 30, 2012 was due to net income of \$3.4 million, an increase of \$721 thousand in other comprehensive income and dividends declared of \$1.5 million which partially offset the above increases. The Company and its subsidiary bank met all regulatory capital requirements at September 30, 2012.

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CSB BANCORP, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**RESULTS OF OPERATIONS****Three months ended September 30, 2012 and 2011**

For the quarter ended September 30, 2012, the Company recorded net income of \$1.2 million or \$0.45 per share, as compared to net income of \$999 thousand, or \$0.37 per share for the quarter ended September 30, 2011. The \$232 thousand increase in net income for the quarter was a result of net interest income increasing \$329 thousand and other noninterest income increasing \$29 thousand. These gains were partially offset by an increase in noninterest expense of \$70 thousand and an increase in the federal income tax provision of \$90 thousand. Return on average assets and return on average equity were 0.86% and 9.41%, respectively, for the three month period of 2012, compared to 0.87% and 8.04%, respectively for 2011.

**Average Balance Sheets and Net Interest Margin Analysis**

	For the three months ended September 30,			
	2012		2011	
<i>(Dollars in thousands)</i>	Average balance	Average rate	Average balance	Average rate
<b>ASSETS</b>				
Interest-earning deposits in other banks	\$ 49,930	0.25%	\$ 28,194	0.21%
Federal funds sold	241	0.00	101	0.03
Taxable securities	123,565	2.05	74,486	3.20
Tax-exempt securities	14,675	4.93	12,740	5.15
Loans	347,682	5.00	315,750	5.33
Total earning assets	536,093	3.87%	431,271	4.62%
Other assets	33,049		23,414	
<b>TOTAL ASSETS</b>	<b>\$ 569,142</b>		<b>\$ 454,685</b>	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
Interest-bearing demand deposits	\$ 63,263	0.07%	\$ 52,662	0.08%
Savings deposits	138,415	0.16	84,903	0.24
Time deposits	161,998	1.21	144,326	1.65
Other borrowed funds	59,198	1.08	53,088	1.47
Total interest bearing liabilities	422,874	0.68%	334,979	1.02%
Non-interest bearing demand deposits	91,815		68,686	
Other liabilities	2,390		1,755	
Shareholders' Equity	52,063		49,265	
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 569,142</b>		<b>\$ 454,685</b>	
Taxable equivalent net interest spread		3.19%		3.60%
Taxable equivalent net interest margin		3.34%		3.83%

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Interest income for the quarter ended September 30, 2012, was \$5.1 million representing a \$189 thousand increase, or a 3.8% improvement, compared to the same period in 2011. This increase was primarily due to average loan volume increasing \$32 million for the quarter ended September 30, 2012 as compared to the third quarter 2011. Interest expense for the quarter ended September 30, 2012 was \$721 thousand, a decrease of \$140 thousand or 16.3%, from the same period in 2011. The decrease in interest expense occurred primarily due to a decrease of 0.32% in interest rates paid on interest-bearing deposits which decreased from 0.93% in 2011 to 0.61% in 2012 and a rate decrease of 0.39% on all other borrowings which declined from 1.47% in 2011 to 1.08% for the quarter ended September 30, 2012.



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CSB BANCORP, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The provision for loan losses for the quarter ended September 30, 2012 was \$206 thousand, compared to a \$240 thousand provision for the same quarter in 2011. The provision for loan losses is determined based on management's calculation of the adequacy of the allowance for loan losses, which includes provisions for classified loans as well as for the remainder of the portfolio based on historical data, including past charge-offs and current economic trends.

Noninterest income for the quarter ended September 30, 2012, was \$1.1 million, an increase of \$29 thousand, or 3%, compared to the same quarter in 2011. Service charges on deposit accounts increased \$59 thousand or 21% compared to the same quarter in 2011 reflecting the increase in fees generated from deposits acquired during October 2011 from the branch acquisition. Debit card interchange income rose \$41 thousand, or 27%, due to volume increases from new accounts as consumers increased their usage of the product. Fees from trust and brokerage services increased \$21 thousand to \$175 thousand for third quarter 2012 as compared to the same quarter in 2011. The gain on the sale of mortgage loans to the secondary market increased to \$169 thousand for the three month period ended September 30, 2012, from \$54 thousand in the three month period ended September 30, 2011. Mortgage origination increased during the quarter as secondary market mortgage interest rates reached new lows for the year. Gains on securities sold decreased during the third quarter 2012 as securities gains of \$237 thousand recognized in the third quarter of 2011 did not reoccur during the third quarter of 2012.

Noninterest expenses for the quarter ended September 30, 2012 increased \$70 thousand, or 2%, compared to the third quarter of 2011. Salaries and employee benefits increased \$129 thousand, or 7%. Occupancy and equipment expenses increased \$99 thousand in 2012 over the third quarter of 2011. Other expenses decreased \$261 thousand, or 38%, compared to the third quarter 2011. Increases in non-interest expense in salaries and employee benefits, occupancy and equipment and some other expenses are the direct result of acquiring two branches in Wooster, Ohio during fourth quarter 2011. The FDIC deposit premium expense increase for the quarter of \$47 thousand reflected an accrual adjustment based on a change in the assessment calculation.

Federal income tax expense increased \$90 thousand, or 20%, for the quarter ended September 30, 2012 as compared to the third quarter of 2011. The provision for income taxes was \$534 thousand (effective rate of 30%) for the quarter ended September 30, 2012, compared to \$444 thousand (effective rate of 31%) for the quarter ended September 30, 2011. The increase in the expense resulted from improved income.

**RESULTS OF OPERATIONS**

**Nine months ended September 30, 2012 and 2011**

Net income for the nine months ending September 30, 2012, was \$3.4 million or \$1.25 per share, as compared to \$2.9 million or \$1.05 per share during the same period in 2011. Return on average assets and return on average equity were 0.82% and 8.95%, respectively, for the nine month period of 2012, compared to 0.85% and 7.92%, respectively for 2011.

Comparative net income increased as net interest income improved to \$13.1 million for the nine months ended September 30, 2012, an increase of \$1 million or 8% from the same period last year. Total noninterest income rose \$466 thousand or 18% to \$3.1 million. The provision for loan losses decreased \$93 thousand or 13% during the same comparative period. These improvements were partially offset by higher noninterest expenses for the nine month period ending in 2012 as compared to 2011.

Interest income on loans increased \$136 thousand, or 1%, for the nine months ended September 30, 2012, as compared to the same period in 2011. This increase was primarily due to an average volume increase of \$20 million for the comparable nine month periods. Interest income on securities increased \$318 thousand, or 15%, as the average volume of securities increased \$46 million for the comparable nine month periods. Interest income on fed funds sold and interest bearing deposits increased \$70 thousand for the nine months ended September 30, 2012 as the average fed funds sold and due from banks interest bearing balances increased \$34 million, compared to the same period in 2011.

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## CSB BANCORP, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**Average Balance Sheet and Net Interest Margin Analysis**

	For the nine months ended September 30,			
	2012		2011	
	Average balance	Average rate	Average balance	Average rate
<i>(Dollars in thousands)</i>				
<b>ASSETS</b>				
Due from banks -interest bearing	\$ 57,898	0.26%	\$ 23,531	0.24%
Federal funds sold	150	0.00	93	0.06
Taxable securities	118,200	2.34	74,050	3.26
Tax-exempt securities	14,078	5.22	12,209	5.14
Loans	338,272	5.10	318,420	5.36
Total earning assets	528,598	3.95%	428,303	4.71%
Other assets	32,712		23,220	
<b>TOTAL ASSETS</b>	<b>\$ 561,310</b>		<b>\$ 451,523</b>	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
Interest bearing demand deposits	\$ 62,054	0.08%	\$ 52,541	0.08%
Savings deposits	133,585	0.18	84,014	0.25
Time deposits	165,725	1.27	146,661	1.79
Other borrowed funds	58,122	1.16	52,020	1.61
Total interest bearing liabilities	419,486	0.73%	335,236	1.11%
Non-interest bearing demand deposits	88,693		66,374	
Other liabilities	2,007		1,542	
Shareholders' Equity	51,124		48,371	
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 561,310</b>		<b>\$ 451,523</b>	

Taxable equivalent net interest spread	3.22%	3.60%
Taxable equivalent net interest margin	3.37%	3.85%

Interest expense decreased \$485 thousand to \$2.3 million for the nine months ended September 30, 2012, compared to the nine months ended September 30, 2011. Interest expense on deposits decreased \$365 thousand, or 17%, from the same period as last year, while interest expense on short-term and other borrowings decreased \$120 thousand or 19%. The decrease in interest expense has been caused by lower interest rates being paid across the board on interest-bearing deposit accounts and borrowings. Additionally, during the comparable nine month periods, the Company grew non-interest bearing deposits in 2012. Time deposits continue to renew at lower interest rates, and some depositors have moved monies to savings instruments anticipating higher rates than time deposits. Competition for deposits appears to be decreasing from a year ago with larger money center banks reducing the premium paid for term deposits. The net interest margin decreased by 48 basis points for the nine month period ended September 30, 2012, to 3.37%, from 3.85% for the same period in 2011. This margin decrease is primarily the result of \$74 million in deposit growth acquired with two branches in Wooster, Ohio combined with deposit growth in the core bank which has been temporarily invested in lower earning assets.

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The provision for loan losses was \$617 thousand during the nine months of 2012, compared to \$710 thousand in the same nine month period of 2011. The provision or credit for loan losses is determined based on management's calculation of the adequacy of the allowance for loan losses, which includes provisions for classified loans as well as for the remainder of the portfolio based on historical data including past charge-offs and current economic trends.

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CSB BANCORP, INC.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Non-interest income increased \$466 thousand, or 18%, during the nine months ended September 30, 2012, as compared to the same period in 2011. Debit card interchange income increased \$146 thousand or 33% as a result of increased customers and card usage in 2012. Service charges on deposits increased \$161 thousand from the same period in 2011 reflecting the increase in accounts following the fourth quarter 2011 branch acquisition.

Increases were recognized in gains on mortgage loans sold in the secondary market for the first nine months of 2012 as refinancing activity increased during a period of historically low mortgage rates.

Non-interest expenses increased \$771 thousand, or 8%, for the nine months ended September 30, 2012, compared to the same period in 2011. The bank's FDIC deposit premium decreased \$16 thousand to \$238 thousand for the nine months ended 2011 reflecting a decrease in rate and accrual for the nine months ended September 30, 2012 as compared to 2011. Salaries and employee benefits increased \$497 thousand, or 9%, primarily the result of additional branch personnel, benefit increases and increased personnel to run a larger institution. Professional fees increased \$85 thousand, or 16%, reflecting employment search fees for the Chief Operating Officer and commercial lending positions as well as fees spent to review the Company's computer operating system. Occupancy and equipment expense increased \$214 thousand, or 21% reflecting the increase in the number of branches as compared to 2011. Decreases were recognized in other expenses, primarily the result of 2011 branch conversion expenses that did not recur in 2012.

The provision for income taxes was \$1.5 million (effective rate of 31%) for the nine months ended September 30, 2012, compared to \$1.3 million (effective rate of 31%) for the nine months ended September 30, 2011.

## **CAPITAL RESOURCES**

The Board of Governors of the Federal Reserve System (the Federal Reserve) has established risk-based capital guidelines that must be observed by financial holding companies and banks. Failure to meet specified minimum capital requirements could result in regulatory actions by the Federal Reserve or Ohio Division of Financial Institutions that could have a material effect on the Company's financial condition or results of operations. Management believes there were no material changes to capital resources as presented in the Company's annual report on Form 10-K for the year ended December 31, 2011, and as of September 30, 2012 the Company and the Bank meet all capital adequacy requirements to which they are subject.

## **LIQUIDITY**

Liquidity refers to the Company's ability to generate sufficient cash to fund current loan demand, meet deposit withdrawals, pay operating expenses and meet other obligations. The Company's primary sources of liquidity are cash and cash equivalents, which totaled \$55 million at September 30, 2012, a decrease of \$27 million from \$82 million at December 31, 2011. Net income, securities available-for-sale, and loan repayments also serve as sources of liquidity. Cash and cash equivalents and estimated principal cash flow and maturities on investments maturing within one year represent 16% of total assets as of September 30, 2012 compared to 13% of total assets at year-end 2011. Other sources of liquidity include, but are not limited to, purchase of federal funds, advances from the FHLB, adjustments of interest rates to attract deposits, and borrowing at the Federal Reserve discount window. Management believes that its sources of liquidity are adequate to meet cash flow obligations for the foreseeable future.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements (as such term is defined in applicable Securities and Exchange Commission (the Commission) rules) that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.



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## CSB BANCORP, INC.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

**ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes in the quantitative and qualitative disclosures about market risks as of September 30, 2012, from that presented in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Management performs a quarterly analysis over a twenty-four month horizon of the Company's interest rate risk. The analysis includes two balance sheet models, one based on a static balance sheet and one on a dynamic balance sheet with projected growth in assets and liabilities. All positions are currently within the Company's board-approved policy under a dynamic balance sheet. Board set limits are minimally exceeded under a static balance sheet due to the volume of liquidity held by the bank on September 30, 2012.

The following table presents an analysis of the estimated sensitivity of the Company's annual net interest income to sudden and sustained 100 through 400 basis point changes, in 100 basis point changes, in market interest rates at September 30, 2012 and December 31, 2011. The net interest income reflected is for the first twelve months of the modeled twenty-four month period. Due to the current low interest rate environment, particularly for short-term rates, the decreasing change is not calculated.

(Dollars in thousands)

<b>September 30, 2012</b>				
	Change in interest rates (basis points)	Net interest income	Dollar change	Percentage change
+	400	\$ 17,672	\$ 866	5.2%
+	300	17,474	668	4.0
+	200	17,286	480	2.9
+	100	17,098	292	1.7
	0	16,806	0	0.0
	100	N/A	N/A	N/A
	200	N/A	N/A	N/A

<b>December 31, 2011</b>				
	Change in interest rates (basis points)	Net interest income	Dollar change	Percentage change
+	400	\$ 17,500	\$ 818	4.9%
+	300	17,241	559	3.4
+	200	17,028	346	2.1
+	100	16,857	17	1.0
	0	16,682	0	0.0
	100	N/A	N/A	N/A
	200	N/A	N/A	N/A