FRANKLIN FINANCIAL SERVICES CORP /PA/
Form 10-Q
November 09, 2015
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, 2015

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 0-12126

FRANKLIN FINANCIAL SERVICES CORPORATION

(Exact name of registrant as specified in its charter)

PENNSYLVANIA	25-1440803
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

20 South Main Street, Chambersburg	PA 17201-0819
(Address of principal executive offices)	(Zip Code)

(717) 264-6116

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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

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 Act) Yes No

There were 4,261,022 outstanding shares of the Registrant's common stock as of October 31, 2015.

INDEX

Part I FINANCIAL INFORMATION

Item 1 Financial Statements

Consolidated Balance Sheets

(Dollars in thousands, except share and per share data)(unaudited)	(unaudited) September 30 2015	December 31 2014
Assets		
Cash and due from banks	$ 20,160	$ 14,258
Interest-bearing deposits in other banks	20,743	34,335
Total cash and cash equivalents	40,903	48,593
Investment securities available for sale, at fair value	169,516	171,751
Restricted stock	855	438
Loans held for sale	376	389
Loans	770,675	726,531
Allowance for loan losses	(9,873)	(9,111)
Net Loans	760,802	717,420
Premises and equipment, net	14,797	15,046
Bank owned life insurance	22,228	22,098
Goodwill	9,016	9,016
Other intangible assets	-	181
Other real estate owned	6,807	3,666
Deferred tax asset, net	4,567	4,328
Other assets	6,456	8,522
Total assets	$ 1,036,323	$ 1,001,448
Liabilities		
Deposits		
Noninterest-bearing checking	$ 151,603	$ 136,910
Money management, savings and interest checking	676,339	645,672
Time	89,505	98,599
Total Deposits	917,447	881,181
Repurchase Agreements	-	9,079
Short-Term Borrowings	3,500	-
Other liabilities	5,263	7,667
Total liabilities	926,210	897,927
Shareholders' equity		
Common stock, $1 par value per share,15,000,000 shares authorized with 4,643,172 shares issued and 4,259,732 shares outstanding at September 30, 2015 and 4,606,564 shares issued and 4,218,330 shares outstanding at December 31, 2014	4,643	4,607

Capital stock without par value, 5,000,000 shares authorized with no shares issued and outstanding	-	-
Additional paid-in capital	38,343	37,504
Retained earnings	77,059	71,452
Accumulated other comprehensive loss	(3,076)	(3,100)
Treasury stock, 383,440 shares at September 30, 2015 and 388,234 shares at December 31, 2014, at cost	(6,856)	(6,942)
Total shareholders' equity	110,113	103,521
Total liabilities and shareholders' equity	$ 1,036,323	$ 1,001,448

The accompanying notes are an integral part of these unaudited financial statements.

1

Consolidated Statements of Income

(Dollars in thousands, except per share data) (unaudited)	For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2015	2014	2015	2014
Interest income				
Loans, including fees	$ 7,665	$ 7,706	$ 22,518	$ 22,865
Interest and dividends on investments:				
Taxable interest	584	665	1,832	1,967
Tax exempt interest	402	386	1,218	1,120
Dividend income	3	24	63	80
Deposits and obligations of other banks	66	49	192	133
Total interest income	8,720	8,830	25,823	26,165
Interest expense				
Deposits	554	679	1,813	2,076
Securities sold under agreements to repurchase	-	2	-	11
Short-term borrowings	1	-	1	-
Long-term debt	-	118	-	360
Total interest expense	555	799	1,814	2,447
Net interest income	8,165	8,031	24,009	23,718
Provision for loan losses	400	-	1,035	464
Net interest income after provision for loan losses	7,765	8,031	22,974	23,254
Noninterest income				
Investment and trust services fees	1,154	1,120	3,805	3,311
Loan service charges	283	265	754	682
Mortgage banking activities	5	15	30	47
Deposit service charges and fees	623	563	1,700	1,553
Other service charges and fees	309	317	916	901
Debit card income	346	339	1,021	982
Increase in cash surrender value of life insurance	137	139	416	426
Other real estate owned (losses) gains, net	(250)	-	(218)	(184)
Other	126	30	363	92
OTTI losses recognized in earnings	-	(20)	(20)	(20)
Gain on conversion	-	-	728	-
Securities gains, net	-	-	8	221
Total noninterest income	2,733	2,768	9,503	8,011
Noninterest expense				
Salaries and employee benefits	4,214	4,191	12,500	12,548
Net occupancy expense	535	555	1,706	1,817
Furniture and equipment expense	232	241	702	732
Advertising	336	312	807	898
Legal and professional fees	311	361	811	979
Data processing	524	471	1,547	1,355
Pennsylvania bank shares tax	206	173	608	520

Intangible amortization	-	104	181	311
FDIC insurance	170	236	479	690
ATM/debit card processing	193	188	566	545
Other	892	916	2,855	2,656
Total noninterest expense	7,613	7,748	22,762	23,051
Income before federal income taxes	2,885	3,051	9,715	8,214
Federal income tax expense	306	641	1,778	1,659
Net income	$ 2,579	$ 2,410	$ 7,937	$ 6,555
Per share				
Basic earnings per share	$ 0.61	$ 0.57	$ 1.87	$ 1.57
Diluted earnings per share	$ 0.61	$ 0.57	$ 1.87	$ 1.56
Cash dividends declared	$ 0.19	$ 0.17	$ 0.55	$ 0.51

The accompanying notes are an integral part of these unaudited financial statements.

Consolidated Statements of Comprehensive Income

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
(Dollars in thousands) (unaudited)	2015	2014	2015	2014
Net Income	$ 2,579	$ 2,410	$ 7,937	$ 6,555
Securities:				
Unrealized gains arising during the period	1,097	275	561	2,469
Reclassification adjustment for losses (gains) included in net income (1)	-	20	(716)	(201)
Net unrealized gains (losses)	1,097	295	(155)	2,268
Tax effect	(373)	(100)	53	(771)
Net of tax amount	724	195	(102)	1,497
Derivatives:				
Unrealized gains (losses) arising during the period	-	2	31	(10)
Reclassification adjustment for losses included in net income (2)	-	96	160	285
Net unrealized gains	-	98	191	275
Tax effect	-	(34)	(65)	(94)
Net of tax amount	-	64	126	181
Total other comprehensive income	724	259	24	1,678
Total Comprehensive Income	$ 3,303	$ 2,669	$ 7,961	$ 8,233
Reclassification adjustment / Statement line item	Tax expense (benefit)			
(1) Securities / gain on conversion & securities (gains) losses, net	$ -	$ (7)	$ 243	$ 68
(2) Derivatives / interest expense on deposits	-	(33)	(54)	(97)

The accompanying notes are an integral part of these unaudited financial statements.

3

Consolidated Statements of Changes in Shareholders' Equity

For the Nine months September 30, 2015 and 2014:

(Dollars in thousands, except per share data) (unaudited)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at December 31, 2013	$ 4,561	$ 36,636	$ 65,897	$ (4,696)	$ (7,010)	$ 95,388
Net income	-	-	6,555	-	-	6,555
Other comprehensive income	-	-	-	1,678	-	1,678
Cash dividends declared, $.51 per share	-	-	(2,132)	-	-	(2,132)
Treasury shares issued under stock option plans, 3,598 shares	-	(9)	-	-	64	55
Common stock issued under dividend reinvestment plan, 29,142 shares	29	514	-	-	-	543
Balance at September 30, 2014	$ 4,590	$ 37,141	$ 70,320	$ (3,018)	$ (6,946)	$ 102,087
Balance at December 31, 2014	$ 4,607	$ 37,504	$ 71,452	$ (3,100)	$ (6,942)	$ 103,521
Net income	-	-	7,937	-	-	7,937
Other comprehensive income	-	-	-	24	-	24
Cash dividends declared, $.55 per share	-	-	(2,330)	-	-	(2,330)
Treasury shares issued under stock option plans, 4,794 shares	-	6	-	-	86	92
Common stock issued under dividend reinvestment plan, 36,608 shares	36	833	-	-	-	869
Balance at September 30, 2015	$ 4,643	$ 38,343	$ 77,059	$ (3,076)	$ (6,856)	$ 110,113

The accompanying notes are an integral part of these unaudited financial statements.

4

Consolidated Statements of Cash Flows

	Nine Months Ended September 30	
	2015	2014
(Dollars in thousands) (unaudited)		
Cash flows from operating activities		
Net income	$ 7,937	$ 6,555
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	999	1,078
Net amortization of loans and investment securities	1,248	1,372
Amortization and net change in mortgage servicing rights valuation	20	12
Amortization of intangibles	181	311
Provision for loan losses	1,035	464
Net realized gains on sales of securities	(8)	(221)
Impairment write-down on securities recognized in earnings	20	20
Gain on conversion	(728)	-
Loans originated for sale	(6,193)	(5,809)
Proceeds from sale of loans	6,206	4,825
Write-down on premises and equipment	60	-
Write-down of other real estate owned	250	200
Net gain on sale or disposal of other real estate/other repossessed assets	(32)	(16)
Increase in cash surrender value of life insurance	(416)	(426)
Decrease (increase) in other assets	1,877	236
(Decrease) increase in other liabilities	(2,497)	1,259
Net cash provided by operating activities	9,959	9,860
Cash flows from investing activities		
Proceeds from sales and calls of investment securities available for sale	1,381	1,582
Proceeds from maturities and pay-downs of securities available for sale	21,607	19,998
Purchase of investment securities available for sale	(21,689)	(36,956)
Net increase in restricted stock	(417)	(32)
Net increase in loans	(47,110)	(8,509)
Gain from surrender of life insurance policy	(103)	-
Capital expenditures	(765)	(275)
Proceeds from sale of other real estate/other repossessed assets	129	868
Net cash used in investing activities	(46,967)	(23,324)
Cash flows from financing activities		
Net increase in demand deposits, NOW, and savings accounts	45,360	64,267
Net decrease in time deposits	(9,094)	(11,126)
Net decrease in repurchase agreements	(9,079)	(22,278)
Net increase in short-term borrowings	3,500	-
Long-term debt payments	-	(403)
Dividends paid	(2,330)	(2,132)

Treasury stock issued under stock option plans	92	55
Common stock issued under dividend reinvestment plan	869	543
Net cash provided by financing activities	29,318	28,926
(Decrease) increase in cash and cash equivalents	(7,690)	15,462
Cash and cash equivalents as of January 1	48,593	40,745
Cash and cash equivalents as of September 30	$ 40,903	$ 56,207
Supplemental Disclosures of Cash Flow Information		
Cash paid during the year for:		
Interest on deposits and other borrowed funds	$ 1,826	$ 2,434
Income taxes	$ 2,514	$ 706
Noncash Activities		
Loans transferred to Other Real Estate	$ 3,488	$ 82
Fixed assets transferred to held for sale	$ 358	$ -

The accompanying notes are an integral part of these unaudited financial statements.

FRANKLIN FINANCIAL SERVICES CORPORATION and SUBSIDIARIES

UNAUDITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Basis of Presentation

The consolidated financial statements include the accounts of Franklin Financial Services Corporation (the Corporation), and its wholly-owned subsidiaries, Farmers and Merchants Trust Company of Chambersburg (the Bank) and Franklin Future Fund Inc. Farmers and Merchants Trust Company of Chambersburg is a commercial bank that has one wholly-owned subsidiary, Franklin Financial Properties Corp. Franklin Financial Properties Corp. holds real estate assets that are leased by the Bank. Franklin Future Fund Inc. is a non-bank investment company. The activities of non-bank entities are not significant to the consolidated totals. All significant intercompany transactions and account balances have been eliminated.

In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the consolidated financial position, results of operations, and cash flows as of September 30, 2015, and for all other periods presented have been made.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted. It is suggested that these consolidated financial statements be read in conjunction with the audited consolidated financial statements and notes thereto included in the Corporation’s 2014 Annual Report on Form 10-K. The consolidated results of operations for the period ended September 30, 2015 are not necessarily indicative of the operating results for the full year. Management has evaluated subsequent events for potential recognition and/or disclosure through the date these consolidated financial statements were issued.

The consolidated balance sheet at December 31, 2014 has been derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete consolidated financial statements.

For purposes of reporting cash flows, cash and cash equivalents include cash and due from banks, interest-bearing deposits in other banks and federal funds sold. Generally, federal funds are purchased and sold for one-day periods.

Earnings per share are computed based on the weighted average number of shares outstanding during each period end. A reconciliation of the weighted average shares outstanding used to calculate basic earnings per share and diluted earnings per share follows:

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
(Dollars and shares in thousands, except per share data)	2015	2014	2015	2014
Weighted average shares outstanding (basic)	4,252	4,196	4,236	4,184
Impact of common stock equivalents	5	4	7	5
Weighted average shares outstanding (diluted)	4,257	4,200	4,243	4,189

Anti-dilutive options excluded from calculation	26	34	27	45
Net income	$ 2,579	$ 2,410	$ 7,937	$ 6,555
Basic earnings per share	$ 0.61	$ 0.57	$ 1.87	$ 1.57
Diluted earnings per share	$ 0.61	$ 0.57	$ 1.87	$ 1.56

Note 2. Recent Accounting Pronouncements

Receivables (Topic 310): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure. ASU 2014-04 "Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure" clarifies that a creditor is considered to have physical possession of residential real estate that is collateral for a residential mortgage loan when it obtains legal title to the collateral or a deed in lieu of foreclosure or similar legal agreement is completed. Consequently, it should reclassify the loan to other real estate owned at that time. ASU 2014-04 applies to 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. The ASU does not apply to commercial real estate loans, as the foreclosure process and applicable laws for those assets are significantly different from residential real estate. The ASU was effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. ASU 2014-04 did not have a material effect on the Corporation's financial statements.

Revenue from Contracts with Customers (Topic 606). The amendments in this Update (ASU 2014-09) establish a comprehensive revenue recognition standard for virtually all industries under U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate, construction and software industries. The revenue standard's core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. To accomplish this objective, the standard requires five basic steps: i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The ASU is effective for public entities for annual periods beginning after December 15, 2016, including interim periods therein. Three basic transition methods are available – full retrospective, retrospective with certain practical expedients, and a cumulative effect approach. Under the third alternative, an entity would apply the new revenue standard only to contracts that are incomplete under legacy U.S. GAAP at the date of initial application (e.g. January 1, 2017) and recognize the cumulative effect of the new standard as an adjustment to the opening balance of retained earnings. That is, prior years would not be restated and additional disclosures would be required to enable users of the financial statements to understand the impact of adopting the new standard in the current year compared to prior years that are presented under legacy U.S. GAAP. Early adoption is prohibited under U.S. GAAP. The Corporation does not believe ASU 2014-09 will have a material effect on its financial statements.

Note 3. Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive losses included in shareholders' equity are as follows:

	September 30, 2015	December 31, 2014
(Dollars in thousands)		
Net unrealized gains on securities	$ 2,197	$ 2,352
Tax effect	(747)	(800)
Net of tax amount	1,450	1,552
Net unrealized losses on derivatives	-	(191)
Tax effect	-	65
Net of tax amount	-	(126)
Accumulated pension adjustment	(6,858)	(6,858)
Tax effect	2,332	2,332
Net of tax amount	(4,526)	(4,526)
Total accumulated other comprehensive loss	$ (3,076)	$ (3,100)

Note 4. Guarantees

The Corporation does not issue any guarantees that would require liability recognition or disclosure, other than its standby letters of credit. Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Generally, all letters of credit, when issued, have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as those that are involved in extending loan facilities to customers. The Bank generally holds collateral and/or personal guarantees supporting these commitments. The Bank had $26.7 million and $22.7 million of standby letters of credit as of September 30, 2015 and December 31, 2014, respectively. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payments required under the corresponding guarantees. The amount of the liability as of September 30, 2015 and December 31, 2014 for guarantees under standby letters of credit issued was not material.

Note 5. Investments

The amortized cost and estimated fair value of investment securities available for sale as of September 30, 2015 and December 31, 2014 are as follows:

(Dollars in thousands) September 30, 2015	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Equity securities	$ 164	$ 69	$ -	$ 233
U.S. Government and Agency securities	15,820	243	(24)	16,039
Municipal securities	69,537	1,700	(246)	70,991
Trust preferred securities	5,953	-	(515)	5,438
Agency mortgage-backed securities	74,408	1,077	(154)	75,331
Private-label mortgage-backed securities	1,397	49	-	1,446
Asset-backed securities	40	-	(2)	38
	$ 167,319	$ 3,138	$ (941)	$ 169,516

(Dollars in thousands) December 31, 2014	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Equity securities	$ 274	$ 779	$ -	$ 1,053
U.S. Government and Agency securities	15,854	173	(64)	15,963
Municipal securities	66,832	1,826	(292)	68,366
Trust preferred securities	5,940	-	(803)	5,137
Agency mortgage-backed securities	78,779	932	(217)	79,494
Private-label mortgage-backed securities	1,675	35	(15)	1,695
Asset-backed securities	45	-	(2)	43
	$ 169,399	$ 3,745	$ (1,393)	$ 171,751

At September 30, 2015 and December 31, 2014, the fair value of investment securities pledged to secure public funds, trust balances, deposit and other obligations totaled $79.6 million and $91.6 million, respectively.

The amortized cost and estimated fair value of debt securities at September 30, 2015, by contractual maturity are shown below. Actual maturities may differ from contractual maturities because of prepayment or call options embedded in the securities.

(Dollars in thousands)	Amortized cost	Fair value
Due in one year or less	$ 5,634	$ 5,677
Due after one year through five years	11,690	11,959
Due after five years through ten years	29,254	30,048
Due after ten years	44,772	44,822
	91,350	92,506
Mortgage-backed securities	75,805	76,777
	$ 167,155	$ 169,283

The following table provides additional detail about trust preferred securities as of September 30, 2015:

Trust Preferred Securities

(Dollars in thousands)

Deal Name	Maturity	Single Issuer or Pooled	Class	Amortized Cost	Fair Value	Gross Unrealized Gain (Loss)	Lowest Credit Rating Assigned
BankAmerica Cap III	1/15/2027	Single	Preferred Stock	$ 964	$ 898	$ (66)	BB+
Wachovia Cap Trust II	1/15/2027	Single	Preferred Stock	278	257	(21)	BBB
Huntington Cap Trust	2/1/2027	Single	Preferred Stock	942	840	(102)	BB
Corestates Captl Tr II	2/15/2027	Single	Preferred Stock	938	856	(82)	BBB+
Huntington Cap Trust II	6/15/2028	Single	Preferred Stock	893	815	(78)	BB+
Chase Cap VI JPM	8/1/2028	Single	Preferred Stock	963	850	(113)	BBB-
Fleet Cap Tr V	12/18/2028	Single	Preferred Stock	975	922	(53)	BB+
				$ 5,953	$ 5,438	$ (515)	

The following table provides additional detail about private label mortgage-backed securities as of September 30, 2015:

Private Label Mortgage Backed Securities

(Dollars in thousands) Description	Origination Date	Amortized Cost	Fair Value	Gross Unrealized Gain (Loss)	Collateral Type	Lowest Credit Rating Assigned	Credit Support %	Cumulative OTTI Charges
RALI 2004-QS4 A7	3/1/2004	$ 17	$ 17	$ -	ALT A	BBB+	11.85	$ -
MALT 2004-6 7A1	6/1/2004	362	370	8	ALT A	CCC	14.74	-
RALI 2005-QS2 A1	2/1/2005	215	229	14	ALT A	CC	5.35	10
RALI 2006-QS4 A2	4/1/2006	486	503	17	ALT A	D	-	313
GSR 2006-5F 2A1	5/1/2006	63	71	8	Prime	D	-	15
RALI 2006-QS8 A1	7/28/2006	254	256	2	ALT A	D	-	217
		$ 1,397	$ 1,446	$ 49				$ 555

Impairment:

The investment portfolio contained 72 securities with $45.6 million of temporarily impaired fair value and $941 thousand in unrealized losses at September 30, 2015. The total unrealized loss position has decreased from $1.4 million at year-end 2014.

For securities with an unrealized loss, Management applies a systematic methodology in order to perform an assessment of the potential for other-than-temporary impairment. In the case of debt securities, investments considered for other-than-temporary impairment: (1) had a specified maturity or repricing date; (2) were generally expected to be redeemed at par, and (3) were expected to achieve a recovery in market value within a reasonable period of time. In addition, the Bank considers whether it intends to sell these securities or whether it will be forced to sell these securities before the earlier of amortized cost recovery or maturity. Equity securities are assessed for other-than-temporary impairment based on the length of time of impairment, dollar amount of the impairment and general market and financial conditions relating to specific issues. The impairment identified on debt and equity securities and subject to assessment at September 30, 2015, was deemed to be temporary and required no further adjustments to the financial statements, unless otherwise noted.

The following table reflects temporary impairment in the investment portfolio (excluding restricted stock), aggregated by investment category, length of time that individual securities have been in a continuous unrealized loss position and the number of securities in each category as of September 30, 2015 and December 31, 2014:

	September 30, 2015								
	Less than 12 months			12 months or more			Total		
(Dollars in thousands)	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count
U.S. Government and Agency securities	$ 486	$ (1)	2	$ 4,435	$ (23)	10	$ 4,921	$ (24)	12
Municipal securities	9,802	(111)	15	4,845	(135)	7	14,647	(246)	22
Trust preferred securities	-	-	-	5,438	(515)	7	5,438	(515)	7
Agency mortgage-backed securities	15,603	(74)	22	4,989	(80)	8	20,592	(154)	30
Asset-backed securities	-	-	-	5	(2)	1	5	(2)	1
Total temporarily impaired securities	$ 25,891	$ (186)	39	$ 19,712	$ (755)	33	$ 45,603	$ (941)	72

	December 31, 2014								
	Less than 12 months			12 months or more			Total		
(Dollars in thousands)	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count
U.S. Government and Agency securities	4	-	1	7,207	(64)	14	7,211	(64)	15
Municipal securities	5,651	(33)	9	9,441	(259)	14	15,092	(292)	23
	-	-	-	5,137	(803)	7	5,137	(803)	7

Trust preferred securities									
Agency mortgage-backed securities	9,304	(60)	13	8,199	(157)	10	17,503	(217)	23
Private-label mortgage-backed securities	-	-	-	540	(15)	1	540	(15)	1
Asset-backed securities	-	-	-	5	(2)	1	5	(2)	1
Total temporarily impaired securities	$ 14,959	$ (93)	23	$ 30,529	$ (1,300)	47	$ 45,488	$ (1,393)	70

The unrealized loss in the municipal bond portfolio decreased to $246 thousand from $604 thousand at June 30, 2015 as market prices improved during the quarter. The quarter end unrealized loss position in this sector is essentially unchanged from year-end 2014. There are 22 securities in this portfolio with an unrealized loss and the loss in this portfolio is deemed to be non-credit related and no other-than-temporary impairment charges have been recorded.

The trust preferred portfolio contains 7 securities with a fair value of $5.4 million and an unrealized loss of $515 thousand. The trust-preferred securities held by the Bank are single entity issues, not pooled trust preferred securities. Therefore, the impairment review of these securities is based only on the issuer and the security cannot be impaired by the performance of other issuers as if it was a pooled trust-preferred bond. All of the Bank's trust preferred securities are single issue, variable rate notes with long maturities (2027 – 2028). None of these bonds have suspended or missed a dividend payment. At September 30, 2015, the Bank believes it will be able to collect all interest and principal due on these bonds and no other-than-temporary-impairment charges were recorded.

The private-label mortgage backed securities (PLMBS) sector shows a net unrealized gain $49 thousand with all bonds showing an unrealized gain. Even though there is no unrealized loss, due to the nature of these bonds, they are evaluated closely. These bonds were all rated AAA at time of purchase, but have since experienced rating declines. Some have experienced increased delinquencies and defaults, while others have seen the credit support increase as the bonds paid-down. The Bank monitors the performance of the PLMBS investments on a regular basis and reviews delinquencies, default rates, credit support levels and various cash flow stress test scenarios. In determining the credit related loss, Management considers all principal past due 60 days or more as a loss. If additional principal moves beyond 60 days past due, it will also be considered a loss. As a result of the analysis on PLMBS it was determined that a $20 thousand impairment charge was required at the end of the first quarter; however, no additional impairment charge was required at September 30, 2015. It is primarily a result of the cumulative OTTI charges that these bonds are showing an unrealized gain at quarter end. The Bank has recorded $555 thousand of cumulative impairment charges on this portfolio. Management continues to monitor these securities and it is possible that additional write-downs may occur if current loss trends continue. The Bank is currently participating in a class-action lawsuit against one PLMBS servicer that centers on defective warranties and representations made as part of the underwriting process. The following table represents the cumulative credit losses on securities recognized in earnings as of September 30, 2015 and 2014.

(Dollars in thousands)	Nine Months Ended 2015	2014
Balance of cumulative credit-related OTTI at January 1	$ 535	$ 515
Additions for credit-related OTTI not previously recognized	20	-
Additional increases for credit-related OTTI previously recognized when there is no intent to sell and no requirement to sell before recovery of amortized cost basis	-	-
Decreases for previously recognized credit-related OTTI because there was an intent to sell	-	-
Reduction for increases in cash flows expected to be collected	-	-
Balance of credit-related OTTI at September 30	$ 555	$ 515

The composition of the net realized securities gains (losses) for the three and nine month periods ended are as follows:

(Dollars in thousands)	For the Three Months Ended September 30 2015	2014	For the Nine Months Ended September 30 2015	2014
Gross gains realized	$ -	$ -	$ 8	$ 221
Gross losses realized	-	-	-	-
Conversion gain	-	-	728	-
Net gains realized	$ -	$ -	$ 736	$ 221

The Bank held $855 thousand of restricted stock at September 30, 2015. Except for $30 thousand, this investment represents stock in FHLB Pittsburgh. The Bank is required to hold this stock to be a member of FHLB and it is carried at cost of $100 per share. The level of FHLB stock held is determined by FHLB and is comprised of a minimum membership amount plus a variable activity amount. FHLB stock is evaluated for impairment primarily based on an assessment of the ultimate recoverability of its cost. As a government sponsored entity, FHLB has the ability to raise funding through the U.S. Treasury that can be used to support its operations. There is not a public market for FHLB stock and the benefits of FHLB membership (e.g., liquidity and low cost funding) add value to the stock beyond purely financial measures. Management intends to remain a member of the FHLB and believes that it will be able to fully recover the cost basis of this investment.

Note 6. Loans

The Bank reports its loan portfolio based on the primary collateral of the loan. It further classifies these loans by the primary purpose, either consumer or commercial. The Bank's residential real estate loans include long-term loans to individuals and businesses secured by mortgages on the borrower's real property and include home equity loans. Construction loans are made to finance the purchase of land and the construction of residential and commercial buildings thereon, and are secured by mortgages on real estate. Commercial real estate loans include construction, owner and non-owner occupied properties and farm real estate. Commercial loans are made to businesses of various sizes for a variety of purposes including property, plant and equipment, working capital and loans to government municipalities. Commercial lending is concentrated in the Bank's primary market, but also includes purchased loan participations. Consumer loans are comprised of installment loans and unsecured personal lines of credit.

A summary of loans outstanding, by primary collateral, at the end of the reporting periods is as follows:

(Dollars in thousands)	September 30, 2015	December 31, 2014	Change Amount	%
Residential Real Estate 1-4 Family				
Consumer first liens	$ 104,881	$ 105,014	$ (133)	(0.1)
Commercial first lien	58,083	56,300	1,783	3.2
Total first liens	162,964	161,314	1,650	1.0
Consumer junior liens and lines of credit	43,024	38,132	4,892	12.8
Commercial junior liens and lines of credit	6,014	5,663	351	6.2
Total junior liens and lines of credit	49,038	43,795	5,243	12.0
Total residential real estate 1-4 family	212,002	205,109	6,893	3.4
Residential real estate - construction				
Consumer	890	1,627	(737)	(45.3)
Commercial	7,155	8,088	(933)	(11.5)
Total residential real estate construction	8,045	9,715	(1,670)	(17.2)
Commercial real estate	337,597	326,482	11,115	3.4
Commercial	207,757	179,071	28,686	16.0
Total commercial	545,354	505,553	39,801	7.9
Consumer	5,274	6,154	(880)	(14.3)
	770,675	726,531	44,144	6.1
Less: Allowance for loan losses	(9,873)	(9,111)	(762)	(8.4)
Net Loans	$ 760,802	$ 717,420	$ 43,382	6.0
Included in the loan balances are the following:				
Net unamortized deferred loan fees (costs)	$ 318	$ (76)		
Loans pledged as collateral for borrowings and commitments from:				
FHLB	$ 641,496	$ 602,633		
Federal Reserve Bank	48,554	56,367		
	$ 690,050	$ 659,000		

At September 30, 2015, the Bank had $61 thousand of residential properties in the process of foreclosure compared to $763 thousand at the end of 2014.

Note 7. Loan Quality

The following table presents, by class, the activity in the Allowance for Loan Losses (ALL) for the periods ended:

	Residential Real Estate 1-4 Family		Residential Real Estate	Commercial			
(Dollars in thousands)	First Liens	Junior Liens & Lines of Credit	Construction	Real Estate	Commercial	Consumer	Total
Allowance at June 30, 2015	$ 1,293	$ 359	$ 220	$ 5,686	$ 1,771	$ 121	$ 9,450
Charge-offs	-	-	-	-	(51)	(71)	(122)
Recoveries	1	-	18	-	104	22	145
Provision	(43)	16	(29)	387	29	40	400
Allowance at September 30, 2015	$ 1,251	$ 375	$ 209	$ 6,073	$ 1,853	$ 112	$ 9,873
Allowance at December 31, 2014	$ 1,225	$ 334	$ 226	$ 5,417	$ 1,773	$ 136	$ 9,111
Charge-offs	(43)	-	(21)	-	(269)	(149)	(482)
Recoveries	4	-	18	14	118	55	209
Provision	65	41	(14)	642	231	70	1,035
Allowance at September 30, 2015	$ 1,251	$ 375	$ 209	$ 6,073	$ 1,853	$ 112	$ 9,873
Allowance at June 30, 2014	$ 1,079	$ 266	$ 261	$ 5,412	$ 2,366	$ 135	$ 9,519
Charge-offs	-	-	-	-	(611)	(67)	(678)
Recoveries	2	-	-	49	23	20	94
Provision	48	56	(27)	33	(149)	39	-
Allowance at September 30, 2014	$ 1,129	$ 322	$ 234	$ 5,494	$ 1,629	$ 127	$ 8,935
Allowance at December 31, 2013	$ 1,108	$ 278	$ 291	$ 5,571	$ 2,306	$ 148	$ 9,702
Charge-offs	(257)	-	(27)	(348)	(623)	(147)	(1,402)
Recoveries	5	-	-	49	56	61	171
Provision	273	44	(30)	222	(110)	65	464
Allowance at September 30, 2014	$ 1,129	$ 322	$ 234	$ 5,494	$ 1,629	$ 127	$ 8,935

13

The following table presents, by class, loans that were evaluated for the ALL under the specific reserve (individually) and those that were evaluated under the general reserve (collectively) and the amount of the ALL established in each class as of September 30, 2015 and December 31, 2014:

	Residential Real Estate 1-4 Family		Residential				
(Dollars in thousands)	First Liens	Junior Liens & Lines of Credit	Real Estate Construction	Commercial Real Estate	Commercial	Consumer	Total
September 30, 2015							
Loans evaluated for allowance:							
Individually	$ 942	$ 51	$ 507	$ 14,523	$ 231	$ -	$ 16,254
Collectively	162,022	48,987	7,538	323,074	207,526	5,274	754,421
Total	$ 162,964	$ 49,038	$ 8,045	$ 337,597	$ 207,757	$ 5,274	$ 770,675
Allowance established for loans evaluated:							
Individually	$ -	$ -	$ -	$ -	$ 9	$ -	$ 9
Collectively	1,251	375	209	6,073	1,844	112	9,864
Allowance at September 30, 2015	$ 1,251	$ 375	$ 209	$ 6,073	$ 1,853	$ 112	$ 9,873
December 31, 2014							
Loans evaluated for allowance:							
Individually	$ 1,171	$ 51	$ 931	$ 22,307	$ 1,298	$ -	$ 25,758
Collectively	160,143	43,744	8,784	304,175	177,773	6,154	700,773
Total	$ 161,314	$ 43,795	$ 9,715	$ 326,482	$ 179,071	$ 6,154	$ 726,531
Allowance established for loans evaluated:							
Individually	$ -	$ -	$ -	$ 60	$ 171	$ -	$ 231
Collectively	1,225	334	226	5,357	1,602	136	8,880
Allowance at December 31, 2014	$ 1,225	$ 334	$ 226	$ 5,417	$ 1,773	$ 136	$ 9,111

The following table shows additional information about those loans considered to be impaired at September 30, 2015 and December 31, 2014:

	Impaired Loans With No Allowance		With Allowance		
(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Recorded Investment	Unpaid Principal Balance	Related Allowance
September 30, 2015					
Residential Real Estate 1-4 Family					
First liens	$ 1,565	$ 1,763	$ -	$ -	$ -
Junior liens and lines of credit	180	208	-	-	-
Total	1,745	1,971	-	-	-
Residential real estate - construction	507	548	-	-	-
Commercial real estate	14,645	15,185	-	-	-
Commercial	364	427	9	10	9
Total	$ 17,261	$ 18,131	$ 9	$ 10	$ 9
December 31, 2014					
Residential Real Estate 1-4 Family					
First liens	$ 1,804	$ 2,002	$ -	$ -	$ -
Junior liens and lines of credit	169	195	-	-	-
Total	1,973	2,197	-	-	-
Residential real estate - construction	931	977	-	-	-
Commercial real estate	21,487	25,744	862	1,001	60
Commercial	78	80	1,274	1,990	171
Total	$ 24,469	$ 28,998	$ 2,136	$ 2,991	$ 231

The following table shows the average of impaired loans and related interest income for the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
(Dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Residential Real Estate 1-4 Family				
First liens	$ 1,600	$ 9	$ 2,474	$ 26
Junior liens and lines of credit	181	2	157	4
Total	1,781	11	2,631	30
Residential real estate - construction	510	-	651	-
Commercial real estate	14,836	126	21,774	452
Commercial	380	-	1,181	-
Total	$ 17,507	$ 137	$ 26,237	$ 482

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
(Dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Residential Real Estate 1-4 Family				
First liens	$ 2,026	$ 11	$ 2,666	$ 35
Junior liens and lines of credit	131	-	127	-
Total	2,157	11	2,793	35
Residential real estate - construction	1,155	-	739	-
Commercial real estate	20,488	83	23,395	257
Commercial	1,930	-	2,032	1
Total	$ 25,730	$ 94	$ 28,959	$ 293

The following table presents the aging of payments of the loan portfolio:

(Dollars in thousands)		Loans Past Due and Still Accruing					Total
	Current	30-59 Days	60-89 Days	90 Days+	Total	Non-Accrual	Loans
September 30, 2015							
Residential Real Estate 1-4 Family							
First liens	$ 161,123	$ 429	$ 123	$ 427	$ 979	$ 862	$ 162,964
Junior liens and lines of credit	48,764	50	44	64	158	116	49,038
Total	209,887	479	167	491	1,137	978	212,002
Residential real estate - construction	7,538	-	-	-	-	507	8,045
Commercial real estate	327,850	5,837	99	-	5,936	3,811	337,597
Commercial	207,113	141	130	-	271	373	207,757
Consumer	5,230	27	14	3	44	-	5,274
Total	$ 757,618	$ 6,484	$ 410	$ 494	$ 7,388	$ 5,669	$ 770,675

December 31, 2014							
Residential Real Estate 1-4 Family							
First liens	$ 158,197	$ 1,531	$ 297	$ 165	$ 1,993	$ 1,124	$ 161,314
Junior liens and lines of credit	43,424	174	28	-	202	169	43,795
Total	201,621	1,705	325	165	2,195	1,293	205,109
Residential real estate - construction	8,784	-	-	-	-	931	9,715
Commercial real estate	317,576	336	-	140	476	8,430	326,482
Commercial	177,407	12	15	-	27	1,637	179,071
Consumer	6,056	59	22	17	98	-	6,154
Total	$ 711,444	$ 2,112	$ 362	$ 322	$ 2,796	$ 12,291	$ 726,531

The following table reports the internal credit rating for the loan portfolio. Consumer purpose loans (mortgage, home equity and installment) are assigned a rating of either pass or substandard. Substandard consumer loans are comprised of loans 90 days or more past due and still accruing, and nonaccrual loans. Commercial purpose loans may be assigned any rating in accordance with the Bank's internal risk rating system.

(Dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
September 30, 2015					
Residential Real Estate 1-4 Family					
First liens	$ 159,117	$ 2,182	$ 1,665	$ -	$ 162,964
Junior liens and lines of credit	48,698	28	312	-	49,038
Total	207,815	2,210	1,977	-	212,002
Residential real estate - construction	7,538	-	507	-	8,045
Commercial real estate	316,439	5,829	15,329	-	337,597
Commercial	203,881	2,532	1,344	-	207,757
Consumer	5,271	-	3	-	5,274
Total	$ 740,944	$ 10,571	$ 19,160	$ -	$ 770,675

December 31, 2014					
Residential Real Estate 1-4 Family					
First liens	$ 155,676	$ 1,919	$ 3,719	$ -	$ 161,314
Junior liens and lines of credit	43,559	29	207	-	43,795
Total	199,235	1,948	3,926	-	205,109
Residential real estate - construction	8,784	-	931	-	9,715
Commercial real estate	301,149	10,578	14,755	-	326,482
Commercial	170,774	5,413	2,884	-	179,071
Consumer	6,137	-	17	-	6,154
Total	$ 686,079	$ 17,939	$ 22,513	$ -	$ 726,531

The following table presents information on the Bank's Troubled Debt Restructuring (TDR) loans:

(Dollars in thousands)	Troubled Debt Restructurings				Troubled Debt Restructurings That Have Defaulted on Modified Terms in the Last Twelve Months	
	Number of Contracts	Recorded Investment	Performing*	Nonperforming*	Number of Contracts	Recorded Investment
September 30, 2015						
Residential real estate - construction	1	$ 507	$ 507	$ -	-	$ -
Residential real estate	4	657	657	-	-	-
Commercial real estate	10	12,231	12,231	-	-	-
Total	15	$ 13,395	$ 13,395	$ 0	-	$ -
December 31, 2014						
Residential real estate - construction	1	$ 521	$ -	$ 521	-	$ -
Residential real estate	5	699	673	26	-	-
Commercial real estate	12	15,748	14,283	1,465	-	-
Total	18	$ 16,968	$ 14,956	$ 2,012	-	$ -

*The performing status is determined by the loan's compliance with the modified terms.

There were no new TDR loans made in the first nine months of 2015 or 2014.

Note 8. Pension

The components of pension expense for the periods presented are as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in thousands)	2015	2014	2015	2014
Components of net periodic cost:				
Service cost	$ 92	$ 84	$ 284	$ 253
Interest cost	172	194	522	585

Expected return on plan assets	(296)	(291)	(888)	(872)
Recognized net actuarial loss	123	80	377	243
Net period cost	$ 91	$ 67	$ 295	$ 209

The Bank expects its pension expense to increase to approximately $387 thousand in 2015 compared to $276 thousand in 2014. No pension contributions were made or are expected to be made in 2015.

In October, 2014, the Society of Actuaries released new mortality tables for pension plans. The new tables are expected to raise the assumed life of plan participants due to refinements in age and gender distribution of participants. This change is expected to result in higher pension contribution requirements, lower balance sheet funded status, pricier lump-sum payouts, and higher PBGC variable rate premiums. The Bank has not adopted the new mortality tables. If the tables had been adopted at year-end 2014, it is estimated that the new tables would reduce the funded status by $1.6 million and increase the 2015 pension expense by $272 thousand over the current 2015 estimate. The Bank is still in the process of reviewing the effect of the new tables and is also watching the IRS for its decision on adoption of the new table. Therefore an adoption date for the new tables has not been determined.

Note 9. Fair Value Measurements and Fair Values of Financial Instruments

Management uses its best judgment in estimating the fair value of the Corporation’s financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Corporation could have realized in a sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective period-ends and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates maybe different than the amounts reported at each year-end.

FASB ASC Topic 820, "Financial Instruments", requires disclosure of the fair value of financial assets and liabilities, including those financial assets and liabilities that are not measured and reported at fair value on a recurring and nonrecurring basis. The Corporation does not report any nonfinancial assets at fair value. FASB ASC Topic 820 establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820 are as follows:

Level 1: Valuation is based on unadjusted, quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market. There may be substantial differences in the assumptions used for securities within the same level. For example, prices for U.S. Agency securities have fewer assumptions and are closer to level 1 valuations than the private label mortgage backed securities that require more assumptions and are closer to level 3 valuations.

Level 3: Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Corporation's assumptions regarding what market participants would assume when pricing a financial instrument.

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

The following methods and assumptions were used to estimate the fair values of the Corporation's financial instruments at September 30, 2015 and December 31, 2014.

Cash and Cash Equivalents: For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Investment securities: The fair value of investment securities is determined in accordance with the methods described under FASB ASC Topic 820 as discussed below.

Restricted stock: The carrying value of restricted stock approximates its fair value based on redemption provisions for the restricted stock.

Loans held for sale: The fair value of loans held for sale is determined by the price set between the Bank and the purchaser prior to origination. These loans are usually sold at par.

Net loans: The fair value of fixed-rate loans is estimated for each major type of loan (e.g. real estate, commercial, industrial and agricultural and consumer) by discounting the future cash flows associated with such loans using rates currently offered for loans with similar terms to borrowers of comparable credit quality. The model considers scheduled principal maturities, repricing characteristics, prepayment assumptions and interest cash flows. The discount rates used are estimated based upon consideration of a number of factors including the treasury yield curve, expense and service charge factors. For variable rate loans that reprice frequently and have no significant change in credit quality, carrying values approximate the fair value.

Accrued Interest Receivable: The carrying amount is a reasonable estimate of fair value.

Mortgage servicing rights: The fair value of mortgage servicing rights is based on observable market prices when available or the present value of expected future cash flows when not available. Assumptions such as loan default rates, costs to service, and prepayment speeds significantly affect the estimate of future cash flows. Mortgage servicing rights are carried at the lower of cost or fair value.

Deposits, Securities sold under agreements to repurchase, Short-term borrowings and Long-term debt: The fair value of demand deposits, savings accounts, and money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-rate certificates of deposit and long-term debt is estimated by discounting the future cash flows using rates approximating those currently offered for certificates of deposit and borrowings with similar remaining maturities. For securities sold under agreements to repurchase and short-term borrowings, the carrying value approximates a reasonable estimate of the fair value.

Accrued interest payable: The carrying amount is a reasonable estimate of fair value.

Derivatives: The fair value of the interest rate swaps is based on other similar financial instruments and is classified as Level 2.

The following information regarding the fair value of the Corporation's financial instruments should not be interpreted as an estimate of the fair value of the entire Corporation since a fair value calculation is only provided for a limited portion of the Corporation's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Corporation's disclosures and those of other companies may not be meaningful.

The fair value of the Corporation's financial instruments are as follows:

	September 30, 2015				
(Dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents	$ 40,903	$ 40,903	$ 40,903	$ -	$ -
Investment securities available for sale	169,516	169,516	233	169,283	-
Restricted stock	855	855	-	855	-
Loans held for sale	376	376	-	376	-
Net loans	760,802	767,824	-	-	767,824
Accrued interest receivable	2,998	2,998	-	2,998	-
Financial liabilities:					
Deposits	$ 917,447	$ 917,402	$ -	$ 917,402	$ -
Short-term borrowings	3,500	3,500	-	3,500	-
Accrued interest payable	157	157	-	157	-

	December 31, 2014				
(Dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents	$ 48,593	$ 48,593	$ 48,593	$ -	$ -
Investment securities available for sale	171,751	171,751	1,053	170,698	-
Restricted stock	438	438	-	438	-
Loans held for sale	389	389	-	389	-

Net loans		717,420		721,680		-		-	721,680
Accrued interest receivable		3,038		3,038		-		3,038	-
Mortgage servicing rights		143		143		-		-	143
Financial liabilities:									
Deposits	$	881,181	$	881,289	$	-	$	881,289	$ -
Securities sold under agreements to repurchase		9,079		9,079		-		9,079	-
Accrued interest payable		169		169		-		169	-
Interest rate swaps		191		191		-		191	-

21

Recurring Fair Value Measurements

For financial assets and liabilities measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at September 30, 2015 and December 31, 2014 are as follows:

(Dollars in Thousands	Fair Value at September 30, 2015			
Asset Description	Level 1	Level 2	Level 3	Total
Equity securities	$ 233	$ -	$ -	$ 233
U.S. Government and Agency securities	-	16,039	-	16,039
Municipal securities	-	70,991	-	70,991
Trust Preferred Securities	-	5,438	-	5,438
Agency mortgage-backed securities	-	75,331	-	75,331
Private-label mortgage-backed securities	-	1,446	-	1,446
Asset-backed securities	-	38	-	38
Total assets	$ 233	$ 169,283	$ -	$ 169,516

(Dollars in Thousands)	Fair Value at December 31, 2014			
Asset Description	Level 1	Level 2	Level 3	Total
Equity securities	$ 1,053	$ -	$ -	$ 1,053
U.S. Government and Agency securities	-	15,963	-	15,963
Municipal securities	-	68,366	-	68,366
Trust Preferred Securities	-	5,137	-	5,137
Agency mortgage-backed securities	-	79,494	-	79,494
Private-label mortgage-backed securities	-	1,695	-	1,695
Asset-backed securities	-	43	-	43
Total assets	$ 1,053	$ 170,698	$ -	$ 171,751
Liability Description				
Interest rate swaps	$ -	$ 191	$ -	$ 191
Total liabilities	$ -	$ 191	$ -	$ 191

The Corporation used the following methods and significant assumptions to estimate the fair values for financial assets measured at fair value on a recurring basis.

Investment securities: Level 1 securities represent equity securities that are valued using quoted market prices from nationally recognized markets. Level 2 securities represent debt securities that are valued using a mathematical model based upon the specific characteristics of a security in relationship to quoted prices for similar securities.

Interest rate swaps: The interest rate swaps are valued using a discounted cash flow model that uses verifiable market environment inputs to calculate the fair value. This method is not dependent on the input of any significant judgments or assumptions by Management.

Nonrecurring Fair Value Measurements

For financial assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at September 30, 2015 and December 31, 2014 are as follows:

(Dollars in Thousands)

	Fair Value at September 30, 2015			
Asset Description	Level 1	Level 2	Level 3	Total
Impaired loans (1)	$ -	$ -	$ -	$ -
Premises held-for-sale (1)	-	-	225	225
Other real estate owned (1)	-	-	5,996	5,996
Total assets	$ -	$ -	$ 6,221	$ 6,221

(Dollars in Thousands)	Fair Value at December 31, 2014			
Asset Description	Level 1	Level 2	Level 3	Total
Impaired loans (1)	$ -	$ -	$ 3,469	$ 3,469
Other real estate owned (1)	-	-	760	760
Mortgage servicing rights	-	-	143	143
Total assets	$ -	$ -	$ 4,372	$ 4,372

(1) Includes assets directly charged-down to fair value during the year-to-date period.

The Corporation used the following methods and significant assumptions to estimate the fair values for financial assets measured at fair value on a nonrecurring basis.

Impaired loans: Impaired loans are reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 3 inputs based on customized discounting criteria.

Premises held-for-sale: The fair value of premises held for sale, upon initial recognition, is estimated using Level 3 inputs within the fair value hierarchy.

Other real estate: The fair value of other real estate, upon initial recognition, is estimated using Level 2 inputs within the fair value hierarchy based on observable market data and Level 3 inputs based on customized discounting criteria. In connection with the measurement and initial recognition of the foregoing assets, the Corporation recognizes charge-offs through the allowance for loan losses. Subsequent charge-offs are recognized as an expense.

Mortgage servicing rights: The fair value of mortgage servicing rights, upon initial recognition, is estimated using a valuation model that calculates the present value of estimated future net servicing income. The model incorporates Level 3 assumptions such as cost to service, discount rate, prepayment speeds, default rates and losses.

The Corporation did not record any liabilities at fair value for which measurement of the fair value was made on a nonrecurring basis at September 30, 2015. For financial assets and liabilities measured at fair value on a recurring basis, there were no transfers of financial assets or liabilities between Level 1 and Level 2 during the period ending September 30, 2015.

The following table presents additional quantitative information about Level 3 assets measured at fair value on a nonrecurring basis:

(Dollars in Thousands)	Quantitative Information about Level 3 Fair Value Measurements at September 30, 2015			
Asset Description	Fair Value	Valuation Technique	Unobservable Input	Range (Weighted Average)
Premises held-for-sale (1)	$ 225	Appraisal	Appraisal Adjustments (2)	-
Other real estate owned (1)	5,996	Appraisal	Appraisal Adjustments (2)	-
			Cost to sell	8% (8%)
	at December 31, 2014			
Impaired loans (1)	$ 3,469	Appraisal	Appraisal Adjustments (2)	0% - 100% (26%)
			Cost to sell	0% - 10% (5%)
Other real estate owned (1)	760	Appraisal	Appraisal Adjustments (2)	
			Cost to sell	8% (8%)
Mortgage servicing rights	143	Discounted Cash Flow (3)		

(1) Includes assets directly charged-down to fair value during the year-to-date period.
(2) Qualitative adjustments are discounts specific to each asset and are made as needed.
(3) Valuation and inputs are determined by a third-party pricing service without adjustment.

Note 10. Financial Derivatives

The Board of Directors has given Management authorization to enter into additional derivative activity including interest rate swaps, caps and floors, forward-rate agreements, options and futures contracts in order to hedge interest rate risk. The Bank is exposed to credit risk equal to the positive fair value of a derivative instrument, if any, as a positive fair value indicates that the counterparty to the agreement is financially liable to the Bank. To limit this risk, counterparties must have an investment grade long-term debt rating and individual counterparty credit exposure is limited by Board approved parameters. Management anticipates continuing to use derivatives, as permitted by its Board-approved policy, to manage interest rate risk.

Fair Value of Derivative Instruments in the Consolidated Balance Sheets was as follows as of September 30, 2015 and December 31, 2014:

Fair Value of Derivative Instruments
(Dollars in thousands)

Date	Type	Balance Sheet Location	Fair Value
September 30, 2015	Interest rate contracts	Other liabilities	$ -
December 31, 2014	Interest rate contracts	Other liabilities	$ 191

The Effect of Derivative Instruments on the Statement of Income for the Three and Nine Months Ended September 30, 2015 and 2014 follows:

Derivatives in ASC Topic 815 Cash Flow Hedging Relationships

(Dollars in thousands)

Date / Type	Amount of Gain or (Loss) Recognized in OCI net of tax on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)
Interest rate contracts					
Three months ended:					
September 30, 2015	$ -	Interest Expense	$ -	Other income (expense)	$ -
September 30, 2014	$ 64	Interest Expense	$ (96)	Other income (expense)	$ -
Nine months ended:					
September 30, 2015	$ 126	Interest Expense	$ (160)	Other income (expense)	$ -
September 30, 2014	$ 181	Interest Expense	$ (285)	Other income (expense)	$ -

Interest Rate Swap Agreements (“Swap Agreements”)

As of September 30, 2015, the Bank had no swap agreements outstanding. The Bank had entered into interest rate swap agreements as part of its asset/liability management program. The swap agreements were free-standing derivatives and were recorded at fair value in the Corporation’s consolidated statements of condition. The Bank was party to master netting arrangements with its financial institution counterparties; however, the Bank did not offset assets and liabilities under these arrangements for financial statement presentation purposes. The master netting arrangements provided for a single net settlement of all swap agreements, as well as collateral, in the event of default on, or termination of, any one contract. Collateral, in the form of marketable securities, was posted by the counterparty with net liability positions in accordance with contract thresholds.

Securities Sold Under Agreements to Repurchase (“Repurchase Agreements”)

As of September 30, 2015, the Bank had no repurchase agreements outstanding. The Bank entered into agreements under which it sold securities subject to an obligation to repurchase the same or similar securities. Under these arrangements, the Bank may have transferred legal control over the assets but still retained effective control through an agreement that both entitled and obligated the Bank to repurchase the agreements. As a result, these repurchase agreements were accounted for as collateralized financing arrangements (i.e., secured borrowings) and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities was reflected as a liability in the Corporation's consolidated statements of condition, while the securities underlying the repurchase agreements remained in the respective investment securities asset accounts. In other words, there was no offsetting or netting of the investment securities assets with the repurchase agreement liabilities. In addition, as the Bank did not enter into reverse repurchase agreements, there was no such offsetting to be done with repurchase agreements.

The following table presents the liabilities subject to an enforceable master netting arrangement or repurchase agreements as of September 30, 2015 and December 31, 2014. As of these dates, all of the Bank's swap agreement with an institutional counterparty was in a liability position. Therefore, there were no assets to be recognized in the consolidated statements of condition. The Bank has no swap agreements with our commercial banking customers.

(Dollars in thousands)	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statements of Condition	Net Amounts of Liabilities Presented in the Statements of Condition	Gross Amounts Not Offset in the Statements of Condition: Financial Instruments	Cash Collateral Pledged	Net Amount
Interest Rate Swap Agreements						
September 30, 2015	$ -	$ -	$ -	$ -	$ -	$ -
December 31, 2014	191	-	191	191	-	-

Note 11. Capital Ratios

Capital adequacy is currently defined by regulatory agencies through the use of several minimum required ratios. In July 2013, Federal Banking regulators approved the final rules from the Basel Committee on Banking Supervision for the regulation of capital requirements for U.S. Banks, generally referred to as "Basel III." Basel III imposes significantly higher capital requirements and more restrictive leverage and liquidity ratios than those in place at the end of 2014. The capital ratios to be considered "well capitalized" under Basel III are: common equity tier 1 of 6.5%, Tier 1 leverage of 5%, Tier 1 risk-based capital of 8%, and Total Risk-Based capital of 10%. The common equity tier 1 ratio is a new capital ratio under Basel III. Common equity consists of common stock, additional paid-in capital and retained earnings. The Tier 1 risk-based capital ratio of 8% has been increased from 6%. The new rule also includes a provision for banks to make a one-time irrevocable choice to exclude accumulated other comprehensive income (AOCI) from its common equity Tier 1 capital. The Bank elected to exclude AOCI from the capital calculation with its March 31, 2015 regulatory filing. In addition, a capital conservation buffer will be required to be maintained above the minimum capital ratios to avoid any capital distribution restrictions. The capital conservation buffer will be phased in from 0% in 2015 to 2.5% in 2019. The Basel III capital rules took effect for the Corporation and the Bank on January 1, 2015. At September 30, 2015, the Corporation and the Bank were both well capitalized as defined by the banking regulatory agencies.

The following table summarizes regulatory capital information as of September 30, 2015 and December 31, 2014 on a consolidated basis and for the Bank, as defined. Regulatory capital ratios for September 30, 2015 were calculated in accordance with the Basel III rules, whereas the December 31, 2014 regulatory ratios were calculated in accordance with Basel I rules. The minimum regulatory ratios shown below define capital levels under Basel III rules.

			Regulatory Ratios	
			Adequately Capitalized	Well Capitalized
(Dollars in thousands)	September 30, 2015	December 31, 2014	Minimum	Minimum
Common Equity Tier 1 Risk-based Capital Ratio (1)				
Franklin Financial Services Corporation	14.44%	N/A	4.50%	N/A
Farmers & Merchants Trust Company	14.40%	N/A	4.50%	6.50%
Tier 1 Risk-based Capital Ratio (2)				
Franklin Financial Services Corporation	14.44%	14.19%	6.00%	N/A
Farmers & Merchants Trust Company	14.40%	13.96%	6.00%	8.00%
Total Risk-based Capital Ratio (3)				
Franklin Financial Services Corporation	15.69%	15.49%	8.00%	N/A
Farmers & Merchants Trust Company	15.66%	15.26%	8.00%	10.00%
Tier 1 Leverage Ratio (4)				
Franklin Financial Services Corporation	10.33%	9.69%	4.00%	N/A
Farmers & Merchants Trust Company	10.17%	9.55%	4.00%	5.00%

(1) Common equity Tier 1 capital/ total risk-weighted assets (2) Tier 1 capital / total risk-weighted assets
(3) Total risk-based capital / total risk-weighted assets, (4) Tier 1 capital / average quarterly assets

1Note 12. Reclassification

Certain prior period amounts may have been reclassified to conform to the current year presentation. Such reclassifications did not affect the Corporation’s financial position or results of operations.

27

Management's Discussion and Analysis of Results of Operations and Financial Condition

For the Three and Nine Months Ended September 30, 2015 and 2014

Forward Looking Statements

Certain statements appearing herein which are not historical in nature are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements refer to a future period or periods, reflecting management's current views as to likely future developments, and use words such as "may," "will," "expect," "believe," "estimate," "anticipate," or similar terms. Because forward-looking statements involve certain risk uncertainties and other factors over which the Corporation has no direct control, actual results could differ materially from those contemplated in such statements. These factors include (but are not limited to) the following: general economic conditions, changes in interest rates, changes in the Corporation's cost of funds, changes in government monetary policy, changes in government regulation and taxation of financial institutions, changes in the rate of inflation, changes in technology, the intensification of competition within the Corporation's market area, and other similar factors.

Critical Accounting Policies

Management has identified critical accounting policies for the Corporation to include Allowance for Loan Losses, Other Than Temporary Investment Impairment, Goodwill, Deferred Taxes, Fair Value Measurements and Stock-based Compensation. There were no changes to the critical accounting policies disclosed in the 2014 Annual Report on Form 10-K in regards to application or related judgments and estimates used. Please refer to Item 7 of the Corporation's 2014 Annual Report on Form 10-K for a more detailed disclosure of the critical accounting policies.

Results of Operations

Year-to-Date Summary

At September 30, 2015, total assets were $1.036 billion, an increase of $34.9 million from December 31, 2014. Net loans increased to $760.8 million and total deposits increased to $917.4 million. The Corporation reported net income for the first nine months of 2015 of $7.9 million. This is a 21.1% increase versus net income of $6.6 million for the same period in 2014. Net income for 2015 was enhanced by two nonrecurring events that increased noninterest income by $899 thousand. These events included a gain of $171 thousand from the liquidation of an off-shore insurance company in which the Bank held an ownership interest and a $728 thousand gain on the conversion of equity securities held by the Bank as the result of an acquisition. Without these events, net income for the first nine months would have been $7.3 million, a 12% increase over the prior year. Total revenue (interest income and noninterest income) increased $1.2 million year-over-year boosted by these nonrecurring items. Interest income decreased $342 thousand, while interest expense decreased by $633 thousand, resulting in a $291 thousand increase in net interest income. The provision for loan losses was $1.0 million for the period, $571 thousand more than in 2014. Noninterest income increased $1.5 million, while noninterest expense decreased $289 thousand. Income tax expense increased from $1.7 million in 2014 to $1.8 million in 2015. The effective tax rate decreased from 20.2% in 2014 to 18.3% in 2015 due to a partial reversal of approximately $250 thousand of the valuation allowance on deferred tax assets due to the gain on conversion taken in 2015. Diluted earnings per share increased to $1.87 in 2015 from $1.56 in 2014.

Key performance ratios as of, or for the nine months ended September 30, 2015 and 2014 and the year ended December 31, 2014 are listed below:

	September 30, 2015	December 31, 2014	September 30, 2014
Performance measurements			
Return on average assets*	1.04%	0.83%	0.86%
Return on average equity*	10.00%	8.44%	8.90%
Net interest margin*	3.59%	3.56%	3.56%
Current dividend yield*	3.32%	3.09%	3.24%
Dividend payout ratio	29.36%	33.88%	32.52%
Shareholders' Value (per common share)			
Diluted earnings per share	$ 1.87	$ 2.00	$ 1.56
Basic earnings per share	1.87	2.01	1.57
Regular cash dividends paid	0.55	0.68	0.51
Book value	25.85	24.54	24.3
Market value	22.90	22.00	21.00
Market value/book value ratio	88.59%	89.65%	86.42%
Price/earnings multiple*	9.20	11.00	10.10
Safety and Soundness			
Risk-based capital ratio (Total)	15.69%	15.49%	15.04%
Leverage ratio (Tier 1)	10.33%	9.69%	9.51%
Common equity ratio (Tier 1)	14.44%	-	-
Nonperforming loans/gross loans	0.80%	1.74%	2.59%
Nonperforming assets/total assets	1.25%	1.63%	2.21%
Allowance for loan losses as a % of loans	1.28%	1.25%	1.22%
Net charge-offs/average loans*	0.05%	0.19%	0.22%
Trust assets under management (fair value)	$ 569,484	$ 605,796	$ 594,046

* Annualized

Comparison of the three months ended September 30, 2015 to the three months ended September 30, 2014:

Net Interest Income

The most important source of the Corporation's earnings is net interest income, which is defined as the difference between income on interest-earning assets and the expense of interest-bearing liabilities supporting those assets. Principal categories of interest-earning assets are loans and securities, while deposits, securities sold under agreements to repurchase (Repos), short-term borrowings and long-term debt are the principal categories of interest-bearing liabilities. Demand deposits enhance net interest income because they are noninterest-bearing deposits. For the purpose of this discussion, balance sheet items refer to the average balance for the year and net interest income is adjusted to a fully taxable-equivalent basis. This tax-equivalent adjustment facilitates performance comparisons between taxable and tax-free assets by increasing the tax-free income by an amount equivalent to the Federal income taxes that would have been paid if this income were taxable at the Corporation's 34% Federal statutory rate.

Tax equivalent net interest income for the third quarter of 2015 increased $119 thousand quarter over quarter. Average interest-earning assets increased $10.4 million from 2014, but the yield on these assets decreased to 3.80% from 3.89% in 2014. The average balance of investment securities decreased $5.0 million while average loans increased $19.3 million quarter over quarter. Average commercial loans increased $17.0 million and average consumer loans increased $3.9 million. These increases were partially offset by a decrease of $1.7 million in the average balance of mortgage loans.

Interest expense was $555 thousand for the third quarter, a decrease of $244 thousand from the 2014 total of $799 thousand. Average interest-bearing liabilities decreased $9.9 million to $769.2 million for 2015 from an average balance of $779.1 million in 2014. The average cost of these liabilities decreased from 0.41% in 2014 to 0.29% in 2015. Average interest-bearing deposits increased $5.0 million and the cost of these deposits decreased from 0.35% to 0.29%. The securities sold under agreements to repurchase (Repo) accounts were closed out in 2014 and transferred to other products. All long-term debt was paid off in 2014.

The changes in the balance sheet and interest rates resulted in an increase in tax equivalent net interest income of $119 thousand to $8.7 million in 2015 compared to $8.5 million in 2014. The increase in net interest income was due to a $243 thousand increase from higher volume offset by a $124thousand decrease due to changes in rates.

The following table presents average balances, tax-equivalent (T/E) interest income, and yields earned or rates paid on the assets or liabilities. All nontaxable interest income has been adjusted to a tax-equivalent basis using a tax rate of 34%.

	For the Three Months Ended September 30,					
	2015			2014		
(Dollars in thousands)	Average balance	Income or expense	Average yield/rate	Average balance	Income or expense	Average yield/rate
Interest-earning assets:						
Interest-bearing obligations of other banks and federal funds sold	$ 37,098	$ 66	0.71%	$ 40,881	$ 49	0.48%
Investment securities:						
Taxable	118,218	587	1.97%	129,489	689	2.11%
Tax Exempt	55,388	603	4.36%	49,160	579	4.71%
Investments	173,606	1,190	2.72%	178,649	1,268	2.82%
Loans:						
Commercial, industrial and agricultural	599,337	6,316	4.13%	582,296	6,266	4.21%
Residential mortgage	81,182	819	4.02%	82,850	856	4.10%
Home equity loans and lines	66,023	731	4.39%	60,243	773	5.09%
Consumer	5,759	93	6.41%	7,658	128	6.63%
Loans	752,301	7,959	4.16%	733,047	8,023	4.30%
Total interest-earning assets	963,005	$ 9,215	3.80%	952,577	$ 9,340	3.89%
Other assets	67,315			71,324		
Total assets	$ 1,030,320			$ 1,023,901		
Interest-bearing liabilities:						
Deposits:						
Interest-bearing checking	$ 226,846	$ 69	0.12%	$ 212,061	$ 62	0.12%
Money Management	382,202	327	0.34%	382,623	418	0.43%
Savings	67,664	12	0.07%	63,559	12	0.08%
Time	91,060	146	0.64%	104,533	187	0.71%
Total interest-bearing deposits	767,772	554	0.29%	762,776	679	0.35%
Securities sold under agreements to repurchase	-	-	-	4,370	2	0.15%
Other borrowings	1,452	1	0.35%	12,000	118	3.95%
Total interest-bearing liabilities	769,224	555	0.29%	779,146	799	0.41%
Noninterest-bearing deposits	147,325			135,574		
Other liabilities	5,819			8,542		

Shareholders' equity	107,952			100,639		
Total liabilities and shareholders' equity	$ 1,030,320			$ 1,023,901		
T/E net interest income/Net interest margin		8,660	3.57%		8,541	3.56%
Tax equivalent adjustment		(495)			(510)	
Net interest income		$ 8,165			$ 8,031	

30

Provision for Loan Losses

Provision expense for the third quarter was $400 thousand and as a result, the allowance for loan losses (ALL) increased $423 thousand during the quarter. For more information refer to the Loan Quality and Allowance for Loan Losses discussion in the Financial Condition section.

Noninterest Income

For the third quarter of 2015, noninterest income decreased $35 thousand from the same period in 2014. Investment and trust service fees increased due to higher recurring trust fees from a higher number of trust accounts and an increase in estate fees from the settlement of larger estates in 2015 compared to 2014. Deposit service charges increased due to increased enrollment in the Bank's overdraft program. The other real estate owned expense in 2015 was a write-down compared to none in 2014. Other income includes a $103 thousand gain from the proceeds of a bank owned life insurance policy. The Corporation recorded an other than temporary impairment (OTTI) charge in 2014 , but no OTTI charges in 2015.

The following table presents a comparison of noninterest income for the three months ended September 30, 2015 and 2014.

	For the Three Months Ended September 30		Change	
(Dollars in thousands)	2015	2014	Amount	%
Noninterest Income				
Investment and trust services fees	$ 1,154	$ 1,120	$ 34	3.0
Loan service charges	283	265	18	6.8
Mortgage banking activities	5	15	(10)	(66.7)
Deposit service charges and fees	623	563	60	10.7
Other service charges and fees	309	317	(8)	(2.5)
Debit card income	346	339	7	2.1
Increase in cash surrender value of life insurance	137	139	(2)	(1.4)
Other real estate owned	(250)	-	(250)	N/A
Other	126	30	96	320.0
OTTI losses recognized in income	-	(20)	20	N/A
Total noninterest income	$ 2,733	$ 2,768	$ (35)	(1.3)

Noninterest Expense

Noninterest expense for the third quarter of 2015 decreased $135 thousand compared to the same period in 2014. The increase in salaries and benefits was primarily due to an $83 thousand increase in health insurance, partially offset by a $12 thousand decrease in salary expense due to open positions. Net occupancy expenses decreased compared to prior year due to less utility expense in 2015. Marketing expenses increased due to customer acquisition promotion. The increase in data processing was due to higher utilization of the Bank's various electronic banking products. The shares tax increase was due to growth in the Bank's balance sheet and shareholders' equity that resulted in a higher premium. Intangible amortization expense decreased as the core deposit intangible was fully amortized as of June 2015. FDIC insurance expense decreased over prior year due to a reduction in the assessment rate used to calculate the premium.

The following table presents a comparison of noninterest expense for the three months ended September 30, 2015 and 2014:

(Dollars in thousands)	For the Three Months Ended September 30		Change	
Noninterest Expense	2015	2014	Amount	%
Salaries and benefits	$ 4,214	$ 4,191	$ 23	0.5
Net occupancy expense	535	555	(20)	(3.6)
Furniture and equipment expense	232	241	(9)	(3.7)
Advertising	336	312	24	7.7
Legal and professional fees	311	361	(50)	(13.9)
Data processing	524	471	53	11.3
Pennsylvania bank shares tax	206	173	33	19.1
Intangible amortization	-	104	(104)	N/A
FDIC insurance	170	236	(66)	(28.0)
ATM/debit card processing	193	188	5	2.7
Other	892	916	(24)	(2.6)
Total noninterest expense	$ 7,613	$ 7,748	$ (135)	(1.7)

Provision for Income Taxes

For the third quarter of 2015, the Corporation recorded a Federal income tax expense of $306 thousand compared to $641 thousand for the same quarter in 2014. The effective tax rate was 10.6% for the third quarter of 2015 compared to 21.0% for the same period in 2014. Due to the large security gain on the conversion of Integrity Bancshares, in the third quarter the Corporation reversed $250 thousand of the valuation allowance on the deferred tax asset, established in prior years on other than temporary impairment charges in the equity portfolio. Without this reversal, the effective tax rate would have been 19.3%. . In the third quarter of 2015, the effective tax rate was reduced by an increase in tax-equivalent income from the death benefit of $103 thousand on a bank owned life insurance policy (BOLI). The variances from the federal statutory rate are generally due to tax-exempt income from investments, loans and bank-owned life insurance. All taxable income for the Corporation is taxed at a rate of 34%.

Comparison of the nine months ended September 30, 2015 to the nine months ended September 30, 2014:

Net Interest Income

Tax equivalent net interest income for the first nine months of 2015 increased $334 thousand from the prior year. Average interest-earning assets increased $5.2 million from 2014 and the yield on these assets decreased from 3.91% in 2014 to 3.84% in 2015. The average balance of investment securities increased $4.6 million while average loans increased $5.2 million year over year. Average commercial loans increased $3.6 million and average consumer loans increased $3.4 million. These increases were partially offset by a decrease of $1.8 million in the average balance of mortgage loans.

Interest expense was $1.8 million for the first nine months, a decrease of $633 thousand from the 2014 total of $2.4 million. Average interest-bearing liabilities decreased $21.0 million to $762.2 million for 2015 from an average balance of $783.8 million in 2014. The average cost of these liabilities decreased from 0.42% in 2014 to 0.32% in 2015. Average interest-bearing deposits decreased $470 thousand and the cost of these deposits decreased from 0.36% to 0.32%. The securities sold under agreements to repurchase (Repo) accounts were being closed out in 2014 and transferred to other products. The final Repo account closed in January 2015. Other borrowings reflect a short-term borrowing in 2015, as all long-term debt was paid off in 2014.

The changes in the balance sheet and interest rates resulted in an increase in tax equivalent net interest income of $334 thousand to $25.5 million in 2015 compared to $25.2 million in 2014. The increase in tax equivalent net interest income was due to a $515 thousand increase from higher volume offset by a $181 thousand decrease due to changes in rates.

The following table presents average balances, tax-equivalent (T/E) interest income, and yields earned or rates paid on the assets or liabilities. All nontaxable interest income has been adjusted to a tax-equivalent basis using a tax rate of 34%.

	For the Nine Months Ended September 30,					
	2015			2014		
(Dollars in thousands)	Average balance	Income or expense	Average yield/rate	Average balance	Income or expense	Average yield/rate
Interest-earning assets:						
Interest-bearing obligations of other banks and federal funds sold	$ 40,730	$ 192	0.63%	$ 45,303	$ 133	0.39%
Investment securities:						
Taxable	120,054	1,895	2.11%	125,110	2,047	2.19%
Tax Exempt	55,186	1,828	4.42%	45,577	1,680	4.92%
Investments	175,240	3,723	2.84%	170,687	3,727	2.92%
Loans:						
Commercial, industrial and agricultural	583,151	18,463	4.18%	579,503	18,445	4.20%
Residential mortgage	80,996	2,479	4.07%	82,845	2,569	4.15%
Home equity loans and lines	64,534	2,185	4.53%	59,460	2,332	5.24%
Consumer	6,237	293	6.28%	7,935	428	7.21%
Loans	734,918	23,420	4.22%	729,743	23,774	4.31%
Total interest-earning assets	950,888	$ 27,335	3.84%	945,733	$ 27,634	3.91%
Other assets	66,965			71,386		
Total assets	$ 1,017,853			$ 1,017,119		
Interest-bearing liabilities:						
Deposits:						
Interest-bearing checking	$ 219,863	$ 189	0.11%	$ 202,394	$ 170	0.11%
Money Management	383,011	1,128	0.39%	388,386	1,267	0.44%
Savings	65,558	36	0.07%	62,741	36	0.08%
Time	93,791	460	0.66%	108,232	603	0.74%
Total interest-bearing deposits	762,223	1,813	0.32%	761,753	2,076	0.36%
Securities sold under agreements to repurchase	33	-	0.15%	9,792	11	0.15%
Other borrowings	497	1	0.35%	12,228	360	3.93%
Total interest-bearing liabilities	762,753	1,814	0.32%	783,773	2,447	0.42%
Noninterest-bearing deposits	142,070			127,109		
Other liabilities	6,921			7,900		
Shareholders' equity	106,109			98,337		
Total liabilities and shareholders' equity	$ 1,017,853			$ 1,017,119		
T/E net interest income/Net interest margin		25,521	3.59%		25,187	3.56%
Tax equivalent adjustment		(1,512)			(1,469)	

Net interest income	$ 24,009	$ 23,718

All nontaxable interest income has been adjusted to a tax-equivalent basis, using a tax rate of 34%.

Provision for Loan Losses

For the first nine months of 2015, the Bank recorded net charge-offs of $273 thousand compared to $1.2 million in 2014. Provision expense for the first nine months was $1.0 million and as a result, the allowance for loan losses (ALL) increased $762 thousand. The increase in the allowance is due primarily to an increase in the general allocation as a result of loan growth. For more information refer to the Loan Quality and Allowance for Loan Losses discussion in the Financial Condition section.

Noninterest Income

For the first nine months of 2015, noninterest income increased $1.5 million from the same period in 2014. . Investment and trust service fees increased due to higher recurring trust fees from a higher number of trust accounts and an increase in estate fees from the settlement of larger estates in 2015 compared to 2014. Loan service charges increased primarily from a large commercial loan prepayment penalty. Deposit service charges increased due to increased enrollment in the Bank's overdraft program. The net loss in other real estate owned was from a write-down of $250 thousand, net of a gain on a sale, compared to write-downs in 2014. Other income increased from an investment the Corporation owned in an offshore insurance company that liquidated ($171 thousand) and paid out the investors and from a death benefit ($103 thousand) on a BOLI policy. Other than temporary impairment charges were recorded on one bond in 2015 and 2014. The gain on conversion occurred in the equity portfolio and was the result of the Bank receiving shares of S&T Bancorp following its acquisition of Integrity Bancshares. Security gains were less in 2015, as the Corporation liquidated the majority of the equity portfolio in 2014.

The following table presents a comparison of noninterest income for the nine months ended September 30, 2015 and 2014.

	For the Nine Months Ended September 30		Change	
(Dollars in thousands)	2015	2014	Amount	%
Noninterest Income				
Investment and trust services fees	$ 3,805	$ 3,311	$ 494	14.9
Loan service charges	754	682	72	10.6
Mortgage banking activities	30	47	(17)	(36.2)
Deposit service charges and fees	1,700	1,553	147	9.5
Other service charges and fees	916	901	15	1.7
Debit card income	1,021	982	39	4.0
Increase in cash surrender value of life insurance	416	426	(10)	(2.3)
Other real estate owned	(218)	(184)	(34)	18.5
Other	363	92	271	294.6
OTTI losses recognized in income	(20)	(20)	-	-
Gain on conversion	728	-	728	N/A
Securities gain (losses), net	8	221	(213)	(96.4)
Total noninterest income	$ 9,503	$ 8,011	$ 1,492	18.6

Noninterest Expense

Noninterest expense for the first nine months of 2015 decreased $289 thousand compared to the same period in 2014. The decrease in salaries and benefits was primarily due to a decrease in incentive pay expenses and split dollar plan expenses partially offset by increases in pension expense and health insurance expenses. Net occupancy expenses decreased compared to prior year due to less utility and snow removal expense in 2015. Advertising expenses decreased over prior year, due to the timing of various marketing campaigns. The decrease in legal and professional fees was driven by an $81 thousand decrease in internal audit fees due to a change in firms. The increase in data processing was due to higher utilization by customers of the Bank's various electronic banking products, as well as one time fees from the migration to a new mortgage origination system. FDIC insurance expense decreased over prior year due to a reduction in the assessment rate used to calculate the premium. Other expenses increased due to one-time expenses the Bank took to fulfill the funding requirement of a deferred director's benefit plan established thirty years ago, as well as expenses related to branch assets taken out of service.

The following table presents a comparison of noninterest expense for the nine months ended September 30, 2015 and 2014:

(Dollars in thousands)	For the Nine Months Ended September 30		Change	
Noninterest Expense	2015	2014	Amount	%
Salaries and benefits	$ 12,500	$ 12,548	$ (48)	(0.4)
Net occupancy expense	1,706	1,817	(111)	(6.1)
Furniture and equipment expense	702	732	(30)	(4.1)
Advertising	807	898	(91)	(10.1)
Legal and professional fees	811	979	(168)	(17.2)
Data processing	1,547	1,355	192	14.2
Pennsylvania bank shares tax	608	520	88	16.9
Intangible amortization	181	311	(130)	(41.8)
FDIC insurance	479	690	(211)	(30.6)
ATM/debit card processing	566	545	21	3.9
Other	2,855	2,656	199	7.5
Total noninterest expense	$ 22,762	$ 23,051	$ (289)	(1.3)

Provision for Income Taxes

For the first nine months of 2015, the Corporation recorded a Federal income tax expense of $1.8 million compared to $1.7 million for the same period in 2014. The effective tax rate decreased to 18.3% for the first nine months of 2015 compared to 20.2% for 2014. Due to the large security gain on the conversion of Integrity Bancshares, in the third quarter the Corporation reversed $250 thousand of the valuation allowance on the deferred tax asset, established in prior years on other than temporary impairment charges in the equity portfolio. Without this reversal, the effective tax rate would have been 20.9%. All taxable income for the Corporation is taxed at a rate of 34%. The variances from the federal statutory rate are generally due to tax-exempt income from investments, loans and bank-owned life insurance.

Financial Condition

Summary:

At September 30, 2015, assets totaled $1.036 billion, an increase of $34.9 million from the 2014 year-end balance of 1.001 billion. Investment securities increased $4.7 million, while net loans decreased $2.2 million. Deposits were up $36.3 million for the first nine months of 2015 due to increases in every deposit category except time deposits and money management accounts. Shareholders' equity increased $6.6 million during the first nine months as retained earnings increased approximately $5.6 million, other comprehensive loss decreased $24 thousand and the Corporation's Dividend Reinvestment Plan (DRIP) added an additional $869 thousand in new capital.

Cash and Cash Equivalents:

Cash and cash equivalents totaled $40.9 million at September 30, 2015, a decrease of $7.7 million from the prior year-end balance of $48.6 million. Interest-bearing deposits are held primarily at the Federal Reserve and in short-term bank owned certificates of deposit.

Investment Securities:

The investment portfolio has declined $2.1 million on a cost basis, since year-end 2014. The composition of the portfolio is has remained consistent with municipal securities and U.S. Agency mortgage-backed securities comprising the greatest portion of the portfolio at approximately 42% and 44% of the portfolio fair value, respectively. The Bank invested $21.7 million during the first nine months of 2015 with the purchases spread between, U.S. Agency mortgage-backed securities and municipal securities. However, no investment purchases were made during the third quarter as cash flow was reinvested in the loan portfolio. The average life of the portfolio was 4.11 years.

The investment portfolio had a net unrealized gain of $2.2 million at September 30, 2015 compared to $2.4 million at the prior year-end. The decline in the unrealized gain is primarily the result of a $710 thousand reduction in the unrealized gain in equity securities as the Bank sold equity securities and recorded the gain from this portfolio. The portfolio averaged $175.2 million with a yield of 2.84% for the first nine months of 2015. This compares to an average of $170.7 million and a yield of 2.92% for the same period in 2014.

The Bank holds only one equity security, a Pennsylvania community bank. The municipal bond portfolio is well diversified geographically (issuers from within 29 states) and is comprised primarily of general obligation bonds (69%). Most municipal bonds have credit enhancements in the form of private bond insurance or other credit support. The largest geographic municipal bond exposure is to18 issuers in the state of Texas with a fair value of $10.2 million and 15 issuers in the state of Pennsylvania with a fair value of $9.1 million. The average rating of the municipal portfolio from Moody’s is Aa2. It contains $69.1 million of bonds rated A3 or higher and $1.9 million that are not rated by Moody’s rating agency. No municipal bonds are rated below investment grade.

The holdings of trust preferred investments and private-label mortgage-backed securities (PLMBS) are unchanged since year-end and are detailed in separate tables.

The amortized cost and estimated fair value of investment securities available for sale as of September 30, 2015 and December 31, 2014 is as follows:

(Dollars in thousands) September 30, 2015	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Equity securities	$ 164	$ 69	$ -	$ 233
U.S. Government and Agency securities	15,820	243	(24)	16,039
Municipal securities	69,537	1,700	(246)	70,991
Trust preferred securities	5,953	-	(515)	5,438
Agency mortgage-backed securities	74,408	1,077	(154)	75,331
Private-label mortgage-backed securities	1,397	49	-	1,446
Asset-backed securities	40	-	(2)	38
	$ 167,319	$ 3,138	$ (941)	$ 169,516

(Dollars in thousands) December 31, 2014	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Equity securities	$ 274	$ 779	$ -	$ 1,053
U.S. Government and Agency securities	15,854	173	(64)	15,963
Municipal securities	66,832	1,826	(292)	68,366
Trust preferred securities	5,940	-	(803)	5,137
Agency mortgage-backed securities	78,779	932	(217)	79,494
Private-label mortgage-backed securities	1,675	35	(15)	1,695
Asset-backed securities	45	-	(2)	43
	$ 169,399	$ 3,745	$ (1,393)	$ 171,751

The following table provides additional detail about the Bank's trust preferred securities as of September 30, 2015:

(Dollars in thousands)

Deal Name	Maturity	Single Issuer or Pooled	Class	Amortized Cost	Fair Value	Gross Unrealized Gain (Loss)	Lowest Credit Rating Assigned
BankAmerica Cap III	1/15/2027	Single	Preferred Stock	$ 964	$ 898	$ (66)	BB+
Wachovia Cap Trust II	1/15/2027	Single	Preferred Stock	278	257	(21)	BBB
Huntington Cap Trust	2/1/2027	Single	Preferred Stock	942	840	(102)	BB
Corestates Captl Tr II	2/15/2027	Single	Preferred Stock	938	856	(82)	BBB+
Huntington Cap Trust II	6/15/2028	Single	Preferred Stock	893	815	(78)	BB+
Chase Cap VI JPM	8/1/2028	Single	Preferred Stock	963	850	(113)	BBB-
Fleet Cap Tr V	12/18/2028	Single	Preferred Stock	975	922	(53)	BB+
				$ 5,953	$ 5,438	$ (515)	

The following table provides additional detail about private label mortgage-backed securities as of September 30, 2015:

(Dollars in thousands)

Description	Origination Date	Amortized Cost	Fair Value	Gross Unrealized Gain (Loss)	Collateral Type	Lowest Credit Rating Assigned	Credit Support %	Cumulative OTTI Charges
RALI 2004-QS4 A7	3/1/2004	$ 17	$ 17	$ -	ALT A	BBB+	11.85	$ -
MALT 2004-6 7A1	6/1/2004	362	370	8	ALT A	CCC	14.74	-
RALI 2005-QS2 A1	2/1/2005	215	229	14	ALT A	CC	5.35	10
RALI 2006-QS4 A2	4/1/2006	486	503	17	ALT A	D	-	313

GSR 2006-5F 2A1	5/1/2006	63	71	8	Prime	D	-	15
RALI 2006-QS8 A1	7/28/2006	254	256	2	ALT A	D	-	217
		$ 1,397	$ 1,446	$ 49				$ 555

The investment portfolio contained 72 securities with $45.6 million of temporarily impaired fair value and $941 thousand in unrealized losses at September 30, 2015. The total unrealized loss position has decreased from $1.4 million at year-end 2014.

For securities with an unrealized loss, Management applies a systematic methodology in order to perform an assessment of the potential for other-than-temporary impairment. In the case of debt securities, investments considered for other-than-temporary impairment: (1) had a specified maturity or repricing date; (2) were generally expected to be redeemed at par, and (3) were expected to achieve a recovery in market value within a reasonable period of time. In addition, the Bank considers whether it intends to sell these securities or whether it will be forced to sell these securities before the earlier of amortized cost recovery or maturity. Equity securities are assessed for other-than-temporary impairment based on the length of time of impairment, dollar amount of the impairment and general market and financial conditions relating to specific issues. The impairment identified on debt and equity securities and subject to assessment at September 30, 2015, was deemed to be temporary and required no further adjustments to the financial statements, unless otherwise noted.

The following table reflects temporary impairment in the investment portfolio (excluding restricted stock), aggregated by investment category, length of time that individual securities have been in a continuous unrealized loss position and the number of securities in each category as of September 30, 2015 and December 31, 2014:

	September 30, 2015								
	Less than 12 months			12 months or more			Total		
(Dollars in thousands)	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count
U.S. Government and Agency securities	$ 486	$ (1)	2	$ 4,435	$ (23)	10	$ 4,921	$ (24)	12
Municipal securities	9,802	(111)	15	4,845	(135)	7	14,647	(246)	22
Trust preferred securities	-	-	-	5,438	(515)	7	5,438	(515)	7
Agency mortgage-backed securities	15,603	(74)	22	4,989	(80)	8	20,592	(154)	30
Asset-backed securities	-	-	-	5	(2)	1	5	(2)	1
Total temporarily impaired securities	$ 25,891	$ (186)	39	$ 19,712	$ (755)	33	$ 45,603	$ (941)	72

	December 31, 2014								
	Less than 12 months			12 months or more			Total		
(Dollars in thousands)	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count	Fair Value	Unrealized Losses	Count
U.S. Government and Agency securities	4	-	1	7,207	(64)	14	7,211	(64)	15
Municipal securities	5,651	(33)	9	9,441	(259)	14	15,092	(292)	23
Trust preferred securities	-	-	-	5,137	(803)	7	5,137	(803)	7
Agency mortgage-backed securities	9,304	(60)	13	8,199	(157)	10	17,503	(217)	23
Private-label mortgage-backed securities	-	-	-	540	(15)	1	540	(15)	1
Asset-backed securities	-	-	-	5	(2)	1	5	(2)	1
Total temporarily impaired securities	$ 14,959	$ (93)	23	$ 30,529	$ (1,300)	47	$ 45,488	$ (1,393)	70

The unrealized loss in the municipal bond portfolio decreased to $246 thousand from $604 thousand at June 30, 2015 compared as market prices improved during the quarter. The quarter end unrealized loss position in this sector is essentially unchanged from year-end 2014. There are 22 securities in this portfolio with an unrealized loss and the loss in this portfolio is deemed to be non-credit related and no other-than-temporary impairment charges have been recorded.

The trust preferred portfolio contains 7 securities with a fair value of $5.4 million and an unrealized loss of $515 thousand. The trust-preferred securities held by the Bank are single entity issues, not pooled trust preferred securities. Therefore, the impairment review of these securities is based only on the issuer and the security cannot be impaired by the performance of other issuers as if it was a pooled trust-preferred bond. All of the Bank's trust preferred securities are single issue, variable rate notes with long maturities (2027 – 2028). None of these bonds have suspended or missed a dividend payment. At September 30, 2015, the Bank believes it will be able to collect all interest and principal due on these bonds and no other-than-temporary-impairment charges were recorded.

The PLMBS sector shows a net unrealized gain $49 thousand with all bonds showing an unrealized gain. Even though there is no unrealized loss, due to the nature of these bonds, they are evaluated closely. These bonds were all rated AAA at time of purchase, but have since experienced rating declines. Some have experienced increased delinquencies and defaults, while others have seen the credit support increase as the bonds paid-down. The Bank monitors the performance of the PLMBS investments on a regular basis and reviews delinquencies, default rates, credit support levels and various cash flow stress test scenarios. In determining the credit related loss, Management considers all principal past due 60 days or more as a loss. If additional principal moves beyond 60 days past due, it will also be considered a loss. As a result of the analysis on PLMBS it was determined that a $20 thousand impairment charge was required at the end of the first quarter; however, no additional impairment charge was required at September 30, 2015. It is primarily a result of the cumulative OTTI charges that these bonds are showing an unrealized gain at quarter end. The Bank has recorded $555 thousand of cumulative impairment charges on this portfolio. Management continues to monitor these securities and it is possible that additional write-downs may occur if current loss trends continue. The Bank is currently participating in a class-action lawsuit against one PLMBS servicer that centers on defective warranties and representations made as part of the underwriting process.

The Bank held $855 thousand of restricted stock at September 30, 2015. Except for $30 thousand, this investment represents stock in FHLB Pittsburgh. The Bank is required to hold this stock to be a member of FHLB and it is carried at cost of $100 per share. The level of FHLB stock held is determined by FHLB and is comprised of a minimum membership amount plus a variable activity amount. FHLB stock is evaluated for impairment primarily based on an assessment of the ultimate recoverability of its cost. As a government sponsored entity, FHLB has the ability to raise funding through the U.S. Treasury that can be used to support its operations. There is not a public market for FHLB stock and the benefits of FHLB membership (e.g., liquidity and low cost funding) add value to the stock beyond purely financial measures. Management intends to remain a member of the FHLB and believes that it will be able to fully recover the cost basis of this investment.

Loans:

Residential real estate: This category is comprised of consumer purpose loans secured by residential real estate and to a lesser extent, commercial purpose loans secured by residential real estate. The consumer purpose category represents traditional residential mortgage loans and home equity products (primarily junior liens and lines of credit). Commercial purpose loans in this category represent loans made for various business needs, but are secured with residential real estate. In addition to the real estate collateral, it is possible that additional security is provided by personal guarantees or UCC filings. These loans are underwritten as commercial loans and are not originated to be sold.

Total residential real estate loans increased $6.9 million over 2014, primarily in the commercial first lien and consumer junior liens and lines of credit categories due to a home equity special promotion in the second and third quarters of 2015. For the first nine months of 2015, the Bank originated $12.9 million in mortgages, including approximately $6.2 million for a fee through a third party brokerage agreement. The Bank does not originate or hold any loans that would be considered sub-prime or Alt-A, and does not generally originate mortgages outside of its primary market area.

Residential real estate construction: The largest component of this category represents loans to residential real estate developers ($7.2 million), while loans for individuals to construct personal residences totaled $890 thousand at September 30, 2015. The Bank's exposure to residential construction loans is concentrated primarily in south central Pennsylvania.

Real estate construction loans, including residential real estate and land development loans, occasionally provide an interest reserve in order to assist the developer during the development stage when minimal cash flow is generated. All real estate construction loans are underwritten in the same manner, regardless of the use of an interest reserve. Real estate construction loans are monitored on a regular basis by either an independent third party inspector or the assigned loan officer depending on loan amount or complexity of the project. This monitoring process includes at a minimum, the submission of invoices and AIA documents of costs incurred by the borrower, on-site inspections, and a signature by the assigned loan officer for disbursement of funds. The Bank does not currently have any residential real estate construction loans with an interest reserve.

Commercial loans and commercial real estate: Loans in this category include commercial, industrial, farm, agricultural, land development and municipal government loans. Collateral for these loans may include commercial real estate, farm real estate, equipment or other business assets. Total commercial real estate loans increased to $337.6 million from $326.5 million at the end of 2014. The largest sectors (by collateral) in the commercial real estate category are: office buildings ($45.2 million), land development ($43.0 million), hotels and motels ($40.9 million), farm land ($31.8 million), and apartment units ($31.3 million). Commercial loans increased $28.7 million compared to year end, with increases in commercial and industrial loans ($15.6 million) and municipal loans ($20.6 million), offset by a payoff of $8.5 million from one borrower. The Bank booked $119.5 million of new commercial loans in the first nine months of 2015, but had unexpected pay-offs of $25.7 million from three large commercial loans. The largest sectors (by industry) in the commercial loan category are: retail trade ($73.6 million), construction ($53.3 million), food services ($47.4 million), manufacturing ($39.9 million) and utilities ($36.8 million). The Bank is very active in its market in pursuing commercial lending opportunities, but supplements in-market growth with purchased loan participations. The Bank purchases commercial loan participations in an effort to increase its commercial lending and diversify its loan mix, both geographically and by industry sector. Purchased loans are originated primarily within the south central Pennsylvania market and are purchased from only a few select counter parties. These loans usually represent an opportunity to participate in larger credits that are not available in market, with the benefit of lower origination and servicing costs. For the first nine months of 2015, the Bank purchased $38.0 million of loan participations and commitments. At September 30, 2015, the Bank held $139.0 million in purchased loan participations in its portfolio.

Consumer loans decreased $880 thousand due primarily to regular payments and maturities. The Bank believes the consumer portfolio will continue to run-down, as consumers are unwilling to increase their debt and nearly all consumer auto financing has shifted to dealer financing.

The following table presents a summary of loans outstanding, by primary collateral as of: