PATHFINDER BANCORP INC
Form 10-Q
August 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2013

OR

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

For the transition period from _______ to _______

Commission File Number: 000-23601

PATHFINDER BANCORP, INC.
(Exact Name of Company as Specified in its Charter)

FEDERAL	16-1540137
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

214 West First Street, Oswego, NY 13126
(Address of Principal Executive Office) (Zip Code)

(315) 343-0057
(Issuer's Telephone Number including area code)

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 T 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 (Section 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 T 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 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 T
(Do not check if a smaller reporting company)

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

As of August 9, 2013, there were 2,979,969 shares issued and 2,618,182 shares outstanding of the registrant's common stock.

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PART I - FINANCIAL INFORMATION
Item 1 – Consolidated Financial Statements

Pathfinder Bancorp, Inc.
Consolidated Statements of Condition
(Unaudited)

(In thousands, except share data)	June 30, 2013	December 31, 2012
ASSETS:		
Cash and due from banks	$7,194	$6,435
Interest earning deposits	2,834	2,230
Total cash and cash equivalents	10,028	8,665
Interest earning time deposits	1,500	2,000
Investment securities, at fair value	119,265	108,339
Federal Home Loan Bank stock, at cost	2,645	1,929
Loans	337,600	333,748
Less: Allowance for loan losses	4,864	4,501
Loans receivable, net	332,736	329,247
Premises and equipment, net	10,180	10,108
Accrued interest receivable	1,799	1,717
Foreclosed real estate	429	426
Goodwill	3,840	3,840
Bank owned life insurance	8,156	8,046
Other assets	3,789	3,479
Total assets	$494,367	$477,796
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Deposits:		
Interest-bearing	$351,466	$347,892
Noninterest-bearing	48,913	43,913
Total deposits	400,379	391,805
Short-term borrowings	27,860	9,000
Long-term borrowings	16,908	25,964
Junior subordinated debentures	5,155	5,155
Accrued interest payable	68	140
Other liabilities	3,854	4,985
Total liabilities	454,224	437,049
Shareholders' equity:		
Preferred stock - SBLF, par value $0.01 per share; $1,000 liquidation preference; 13,000 shares authorized; 13,000 shares issued and outstanding	13,000	13,000
Common stock, par value $0.01; authorized 10,000,000 shares; 2,979,969 and 2,980,469 shares issued and 2,618,182 and 2,618,182 shares outstanding, respectively	30	30
Additional paid in capital	8,175	8,120
Retained earnings	27,862	26,685
Accumulated other comprehensive loss	(3,215)	(1,318)
Unearned ESOP	(881)	(936)
Treasury stock, at cost; 361,787 and 362,287 shares, respectively	(4,828)	(4,834)

Total shareholders' equity	40,143	40,747
Total liabilities and shareholders' equity	$494,367	$477,796

The accompanying notes are an integral part of the consolidated financial statements.

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Pathfinder Bancorp, Inc.
Consolidated Statements of Income
(Unaudited)

(In thousands, except per share data)	For the three months ended June 30, 2013	For the three months ended June 30, 2012	For the six months ended June 30, 2013	For the six months ended June 30, 2012
Interest and dividend income:				
Loans, including fees	$4,116	$3,977	$8,241	$7,988
Debt securities:				
Taxable	398	488	782	946
Tax-exempt	189	182	379	345
Dividends	25	26	60	59
Interest earning time deposits	5	6	11	12
Federal funds sold and interest earning deposits	2	1	3	2
Total interest income	4,735	4,680	9,476	9,352
Interest expense:				
Interest on deposits	629	736	1,288	1,497
Interest on short-term borrowings	9	6	17	8
Interest on long-term borrowings	195	255	425	507
Total interest expense	833	997	1,730	2,012
Net interest income	3,902	3,683	7,746	7,340
Provision for loan losses	276	150	600	375
Net interest income after provision for loan losses	3,626	3,533	7,146	6,965
Noninterest income:				
Service charges on deposit accounts	287	280	542	553
Earnings and gain on bank owned life insurance	52	96	112	188
Loan servicing fees	38	66	82	108
Net gains on sales and redemptions of investment securities	60	49	99	161
Net gains on sales of loans and foreclosed real estate	421	49	451	25
Debit card interchange fees	122	106	228	203
Other charges, commissions & fees	124	137	266	273
Total noninterest income	1,104	783	1,780	1,511
Noninterest expense:				
Salaries and employee benefits	1,941	1,869	3,852	3,844
Building occupancy	361	346	726	729
Data processing	343	341	711	682
Professional and other services	168	146	327	298
Advertising	128	99	244	160
FDIC assessments	84	78	167	155
Audits and exams	63	56	123	111
Other expenses	513	419	955	830
Total noninterest expenses	3,601	3,354	7,105	6,809
Income before income taxes	1,129	962	1,821	1,667
Provision for income taxes	306	241	493	418
Net income	823	721	1,328	1,249
Preferred stock dividends	-	116	-	254

Net income available to common shareholders	$823	$605	$1,328	$995
Earnings per common share - basic	$0.33	$0.24	$0.53	$0.40
Earnings per common share - diluted	$0.33	$0.24	$0.53	$0.40
Dividends per common share	$0.03	$0.03	$0.06	$0.06

The accompanying notes are an integral part of the consolidated financial statements.

Pathfinder Bancorp, Inc.
Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)

	For the three months ended June 30, 2013	For the three months ended June 30, 2012	For the Six months ended June 30, 2013	For the Six months ended June 30, 2012
(In thousands)				
Net Income	$823	$721	$1,328	$1,249
Other Comprehensive Income				
Retirement Plans:				
Retirement plan net losses recognized in plan expenses	95	106	190	240
Gain on pension plan curtailment net of additional plan losses not recognized in plan expenses	-	1,919	-	1,919
Retirement plan net losses recognized in plan expenses	95	2,025	190	2,159
Unrealized holding gains (losses) on financial derivative:				
Change in unrealized holding gains (losses) on financial derivative	13	(27)	13	(35)
Reclassification adjustment for interest expense included in net income	15	16	30	30
Net unrealized gain (loss) on financial derivative	28	(11)	43	(5)
Unrealized holding (losses) gains on available-for-sale securities:				
Unrealized holding (losses) gains arising during the period	(2,915)	445	(3,289)	612
Reclassification adjustment for net gains included in net income	(60)	(49)	(99)	(161)
Net unrealized (losses) gains on securities available-for-sale	(2,975)	396	(3,388)	451
Other comprehensive (loss) income , before tax	(2,852)	2,410	(3,155)	2,605
Tax effect	1,137	(966)	1,258	(1,043)
Other comprehensive (loss) income, net of tax	(1,715)	1,444	(1,897)	1,562
Comprehensive (loss) Income	$(892)	$2,165	$(569)	$2,811
Tax Effect Allocated to Each Component of Other Comprehensive Income (Loss)				
Retirement plan net losses recognized in plan expenses	$(38)	$(43)	$(76)	$(96)
Gain on pension plan curtailment net of additional plan losses not recognized in plan expenses	-	(768)	-	(768)
Change in unrealized holding (losses) gains on financial derivative	(5)	10	(5)	14

Reclassification adjustment for interest expense included in net income	(6)	(8)	(12)	(12)
Unrealized holding (losses) gains arising during the period	1,162	(176)	1,311	(245)
Reclassification adjustment for net gains included in net income	24	19	40	64
Income tax effect related to other comprehensive income (loss)	$1,137	$(966)	$1,258	$(1,043)

The accompanying notes are an integral part of the consolidated financial statements.

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Pathfinder Bancorp, Inc.
Consolidated Statements of Changes in Shareholders' Equity
Six months ended June 30, 2013 and June 30, 2012
(Unaudited)

(In thousands, except share and per share data)	Preferred Stock	Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Unearned ESOP	Treasury Stock	Total
Balance, January 1, 2013	$13,000	$30	$ 8,120	$26,685	$ (1,318)	$(936)	$(4,834)	$40,747
Net income	-	-	-	1,328	-	-	-	1,328
Other comprehensive loss, net of tax:	-	-	-	-	(1,897)	-	-	(1,897)
ESOP shares earned (6,250 shares)	-	-	22	-	-	55	-	77
Stock based compensation	-	-	39	-	-	-	-	39
Stock options exercised	-	-	(6)	-	-	-	6	-
Common stock dividends declared ($0.06 per share)	-	-	-	(151)	-	-	-	(151)
Balance, June 30, 2013	$13,000	$30	$ 8,175	$27,862	$ (3,215)	$(881)	$(4,828)	$40,143
Balance, January 1, 2012	$13,000	$30	$ 8,730	$24,618	$ (2,664)	$(1,039)	$(4,834)	$37,841
Net income	-	-	-	1,249	-	-	-	1,249
Other comprehensive income, net of tax:	-	-	-	-	1,562	-	-	1,562

Purchase of CPP Warrants from Treasury	-	-	(706)	169	-	-	-	(537)
Preferred stock dividends - SBLF	-	-	-	(254)	-	-	-	(254)
ESOP shares earned (1,793 shares)	-	-	2	-	-	48	-	50
Stock based compensation	-	-	45	-	-	-	-	45
Common stock dividends declared ($0.06 per share)	-	-	-	(150)	-	-	-	(150)
Balance, June 30, 2012	$13,000	$30	$ 8,071	$25,632	$ (1,102)	$(991)	$(4,834)	$39,806

The accompanying notes are an integral part of the consolidated financial statements.

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Pathfinder Bancorp, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	For the six months ended June 30,	
(In thousands)	2013	2012
OPERATING ACTIVITIES		
Net income	$1,328	$1,249
Adjustments to reconcile net income to net cash flows from operating activities:		
Provision for loan losses	600	375
Proceeds from sales of loans	10,237	205
Originations of loans held-for-sale	(9,825)	(195)
Realized gains on sales and redemptions of:		
Real estate acquired through foreclosure	(39)	(15)
Loans	(412)	(10)
Available-for-sale investment securities	(99)	(161)
Depreciation	350	401
(Increase in) amortization of, mortgage servicing rights	(76)	5
Amortization of deferred loan costs	66	84
Earnings on bank owned life insurance	(110)	(151)
Realized gain on proceeds from bank owned life insurance	(2)	(37)
Net amortization of premiums and discounts on investment securities	403	559
Stock based compensation and ESOP expense	116	95
Net change in accrued interest receivable	(82)	(106)
Pension plan contribution	-	(2,600)
Net change in other assets and liabilities	155	(21)
Net cash flows from operating activities	2,610	(323)
INVESTING ACTIVITIES		
Purchase of investment securities available-for-sale	(33,716)	(41,689)
Net (purchases of) proceeds from the redemption of Federal Home Loan Bank stock	(716)	68
Proceeds from maturities of interest earning time deposits	500	-
Proceeds from maturities and principal reductions of investment securities available-for-sale	13,526	11,434
Proceeds from sales and redemptions of:		
Available-for-sale investment securities	5,572	6,974
Real estate acquired through foreclosure	188	222
Proceeds from bank owned life insurance	2	-
Net change in loans	(4,325)	(8,230)
Purchase of premises and equipment	(422)	(46)
Net cash flows from investing activities	(19,391)	(31,267)
FINANCING ACTIVITIES		
Net change in demand deposits, NOW accounts, savings accounts, money management deposit accounts, MMDA accounts and escrow deposits	18,718	19,352
Net change in time deposits and brokered deposits	(10,144)	14,182
Net change in short-term borrowings	18,860	-
Payments on long-term borrowings	(9,056)	(1,055)
Redemption of preferred stock - CPP	-	(537)
Cash dividends paid to preferred shareholder - SBLF	(83)	(281)
Cash dividends paid to common shareholders	(151)	(150)

Net cash flows from financing activities	18,144	31,511
Change in cash and cash equivalents	1,363	(79)
Cash and cash equivalents at beginning of period	8,665	10,218
Cash and cash equivalents at end of period	$10,028	$10,139
CASH PAID DURING THE PERIOD FOR:		
Interest	$1,802	$2,033
Income taxes	467	3
NON-CASH INVESTING ACTIVITY		
Real estate acquired in exchange for loans	170	176

The accompanying notes are an integral part of the consolidated financial statements.

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Notes to Consolidated Financial Statements (Unaudited)

(1) Basis of Presentation

The accompanying unaudited consolidated financial statements of Pathfinder Bancorp, Inc. and its wholly owned subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes necessary for a complete presentation of consolidated financial condition, results of operations and cash flows in conformity with generally accepted accounting principles. In the opinion of management, all adjustments, consisting of normal recurring accruals considered necessary for a fair presentation, have been included. Certain amounts in the 2012 consolidated financial statements may have been reclassified to conform to the current period presentation. These reclassifications had no effect on net income or comprehensive income as previously reported.

The following material under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" is written with the presumption that the users of the interim financial statements have read, or have access to, the Company's latest audited financial statements and notes thereto, together with Management's Discussion and Analysis of Financial Condition and Results of Operations as of December 31, 2012 and 2011 and for the two years then ended. Therefore, only material changes in financial condition and results of operations are discussed in the remainder of Part 1.

Operating results for the three and six months ended June 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

(2) New Accounting Pronouncements

None that will materially impact the Company.

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(3) Earnings per Common Share

Basic earnings per share are calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Net income available to common shareholders is net income less the total of preferred dividends declared. Diluted earnings per share include the potential dilutive effect that could occur upon the assumed exercise of issued stock options using the treasury stock method. Unallocated common shares held by the ESOP are not included in the weighted-average number of common shares outstanding for purposes of calculating earnings per common share until they are committed to be released to plan participants.

The following table sets forth the calculation of basic and diluted earnings per share:

	Three months ended June 30,		Six months ended June 30,	
(In thousands, except per share data)	2013	2012	2013	2012
Basic Earnings Per Common Share				
Net income available to common shareholders	$823	$605	$1,328	$995
Weighted average common shares outstanding	2,515	2,503	2,514	2,502
Basic earnings per common share	$0.33	$0.24	$0.53	$0.40
Diluted Earnings Per Common Share				
Net income available to common shareholders	$823	$605	$1,328	$995
Weighted average common shares outstanding	2,515	2,503	2,514	2,502
Effect of assumed exercise of stock options	16	2	8	3
Effect of assumed exercise of stock warrants	-	-	-	7
Diluted weighted average common shares outstanding	2,531	2,505	2,522	2,512
Diluted earnings per common share	$0.33	$0.24	$0.53	$0.40

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(4) Investment Securities - Available-for-Sale

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

	June 30, 2013			
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt investment securities:				
US Treasury, agencies and GSEs	$18,947	$2	$(480)	$18,469
State and political subdivisions	26,452	345	(657)	26,140
Corporate	20,738	242	(408)	20,572
Residential mortgage-backed - US agency	51,134	634	(952)	50,816
Residential mortgage-backed - private label	-	-	-	-
Total	117,271	1,223	(2,497)	115,997
Equity investment securities:				
Mutual funds:				
Ultra short mortgage fund	1,286	-	(11)	1,275
Large cap equity fund	905	340	-	1,245
Other mutual funds	183	149	-	332
Common stock - financial services industry	402	14	-	416
Total	2,776	503	(11)	3,268
Total investment securities	$120,047	$1,726	$(2,508)	$119,265

	December 31, 2012			
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt investment securities:				
US Treasury, agencies and GSEs	$6,175	$16	$(8)	$6,183
State and political subdivisions	26,413	1,065	(7)	27,471
Corporate	22,942	468	(404)	23,006
Residential mortgage-backed - US agency	47,113	1,139	(1)	48,251
Residential mortgage-backed - private label	296	9	-	305
Total	102,939	2,697	(420)	105,216
Equity investment securities:				
Mutual funds:				
Ultra short mortgage fund	1,286	5	-	1,291
Large cap equity fund	905	176	-	1,081
Other mutual funds	183	136	-	319
Common stock - financial services industry	420	12	-	432
Total	2,794	329	-	3,123
Total investment securities	$105,733	$3,026	$(420)	$108,339

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The amortized cost and estimated fair value of debt investments at June 30, 2013 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

	Amortized Cost	Estimated Fair Value
(In thousands)		
Due in one year or less	$5,726	$5,750
Due after one year through five years	27,784	27,853
Due after five years through ten years	15,678	15,432
Due after ten years	16,949	16,146
Mortgage-backed securities	51,134	50,816
Totals	$117,271	$115,997

The Company's investment securities' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

	June 30, 2013								
	Less than Twelve Months			Twelve Months or More			Total		
	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value
(Dollars in thousands)									
US Treasury, agencies and GSE's	17	$ (480)	$ 18,446	-	$ -	$ -	17	$ (480)	$ 18,446
State and political subdivisions	29	(657)	12,473	-	-	-	29	(657)	12,473
Corporate	3	(52)	1,451	2	(356)	1,615	5	(408)	3,066
Residential mortgage-backed - US agency	21	(952)	24,004	-	-	-	21	(952)	24,004
Ultra short mortgage fund	1	(11)	1,275	-	-	-	1	(11)	1,275
Totals	71	$ (2,152)	$ 57,649	2	$ (356)	$ 1,615	73	$ (2,508)	$ 59,264

	December 31, 2012								
	Less than Twelve Months			Twelve Months or More			Total		
	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value
(Dollars in thousands)									
	1	$ (8)	$ 992	-	$ -	$ -	1	$ (8)	$ 992

US Treasury, agencies and GSE's									
State and political subdivisions	8	(7)	2,008	-	-	-	8	(7)	2,008
Corporate	2	(14)	974	2	(390)	1,580	4	(404)	2,554
Residential mortgage-backed - US agency	2	(1)	1,411	-	-	-	2	(1)	1,411
Totals	13	$ (30)	$ 5,385	2	$ (390)	$ 1,580	15	$ (420)	$ 6,965

The Company conducts a formal review of investment securities on a quarterly basis for the presence of other-than-temporary impairment ("OTTI"). The Company assesses whether OTTI is present when the fair value of a debt security is less than its amortized cost basis at the statement of condition date. Under these circumstances, OTTI is considered to have occurred (1) if we intend to sell the security; (2) if it is "more likely than not" we will be required to sell the security before recovery of its amortized cost basis; or (3) the present value of expected cash flows is not anticipated to be sufficient to recover the entire amortized cost basis. The guidance requires that credit-related OTTI is recognized in earnings while non-credit-related OTTI on securities not expected to be sold is recognized in other comprehensive income ("OCI"). Non-credit-related OTTI is based on other factors, including illiquidity and changes in the general interest rate environment. Presentation of OTTI is made in the consolidated statement of income on a gross basis, including both the portion recognized in earnings as well as the portion recorded in OCI. The gross OTTI would then be offset by the amount of non-credit-related OTTI, showing the net as the impact on earnings.

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The Company's investment securities portfolio includes two corporate securities representing trust preferred issuances from large money center financial institutions. The securities have been in an unrealized loss position for more than 12 months. The securities are both floating rate notes that adjust quarterly to LIBOR ("London Interbank Offered Rate"). These securities are reflecting a net unrealized loss due to current similar offerings being originated at higher spreads to LIBOR, as the market currently demands a greater pricing premium for the associated risk. Management has performed a detailed credit analysis on the underlying companies and has concluded that neither issue is credit impaired. Due to the fact that each security has approximately 14 years until final maturity, and management has determined that there is no related credit impairment, the associated pricing risk is managed similar to long-term, low yielding, 15 and 30-year fixed rate residential mortgages carried in the Company's loan portfolio. The risk is managed through the Company's interest rate risk management procedures. The Company expects the present value of expected cash flows will be sufficient to recover the amortized cost basis. Thus, the securities are not deemed to be other-than-temporarily impaired.

Management does not believe any individual unrealized loss in other securities within the portfolio as of June 30, 2013 represents OTTI. All related securities are rated A2 or better by Moody's and have been in an unrealized loss position for eight months or less, with the exception of the two corporate securities noted above. The unrealized losses in the portfolio are primarily attributable to changes in interest rates. The Company does not intend to sell these securities, nor is it more likely than not that the Company will be required to sell these securities prior to the recovery of the amortized cost.

In determining whether OTTI has occurred for equity securities, the Company considers the applicable factors described above and the length of time the equity security's fair value has been below the carrying amount. All of the Company's equity securities had a fair value greater than the book value at June 30, 2013, with the exception of the Ultra Short Mortgage Fund. This fund has been in an unrealized loss position for 1 month and incurred an $11,000, or .08% loss. Management has determined that we have the intent and ability to retain the equity securities for a sufficient period of time to allow for recovery.

Gross realized gains on sales of securities for the indicated periods are detailed below:

	For the three months ended June 30,		For the six months ended June 30,	
(In thousands)	2013	2012	2013	2012
Realized gains	$65	$49	$104	$161
Realized losses	(5)	-	(5)	-
	$60	$49	$99	$161

As of June 30, 2013 and December 31, 2012, securities with a fair value of $60.4 million and $46.0 million, respectively, were pledged to collateralize certain municipal deposit relationships. As of the same dates, securities with a fair value of $25.0 million and $37.8 million were pledged against certain borrowing arrangements. Total borrowings of $0 and $5.0 million were outstanding relating to the above noted collateralized borrowing arrangements as of June 30, 2013 and December 31, 2012, respectively.

Management has reviewed its loan and mortgage-backed securities portfolios and determined that, to the best of its knowledge, little or no exposure exists to sub-prime or other high-risk residential mortgages. The Company is not in the practice of investing in, or originating, these types of investments or loans.

(5) Pension and Postretirement Benefits

The Company had a non-contributory defined benefit pension plan that covered substantially all employees. On May 14, 2012, the Company informed its employees of its decision to freeze participation and benefit accruals under the plan, primarily to reduce some of the volatility in earnings that can accompany the maintenance of a defined benefit plan. The freeze became effective June 30, 2012. Compensation earned by employees up to June 30, 2012 is used for purposes of calculating benefits under the plan but there will be no future benefit accruals after this date. Participants as of June 30, 2012 will continue to earn vesting credit with respect to their frozen accrued benefits as they continue to work.

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Prior to being frozen, the plan provided defined benefits based on years of service and final average salary. Although the plan was frozen, the Company maintains the responsibility for funding the plan, and its funding practice is to contribute at least the minimum amount annually to meet minimum funding requirements. The funded status of the plan has and will continue to be affected by market conditions. The Company expects to continue to fund this plan on an as needed basis and do not foresee any issues or conditions that could negatively impact the payment of benefit obligations to plan participants. In addition, the Company provides certain health and life insurance benefits for eligible retired employees. The healthcare plan is contributory with participants' contributions adjusted annually; the life insurance plan is noncontributory. Employees with less than 14 years of service as of January 1, 1995, are not eligible for the health and life insurance retirement benefits.

The composition of net periodic pension plan and postretirement plan costs for the indicated periods is as follows:

	Pension Benefits		Postretirement Benefits		Pension Benefits		Postretirement Benefits	
	For the three months ended June 30,				For the six months ended June 30,			
(In thousands)	2013	2012	2013	2012	2013	2012	2013	2012
Service cost	$-	$55	$-	$-	$-	$166	$-	$-
Interest cost	95	101	5	5	189	212	9	9
Expected return on plan assets	(214)	(201)	-	-	(426)	(399)	-	-
Amortization of net losses	90	103	5	3	180	233	10	7
Net periodic benefit plan (benefit) cost	$(29)	$58	$10	$8	$(57)	$212	$19	$16

The Company made a contribution in the amount of $2.6 million to the defined benefit pension plan in January of 2012. The Company will evaluate the need for further contributions to the defined benefit pension plan during 2013, and has determined that no contribution was necessary during the six months ended June 30, 2013.

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(6) Loans

Major classifications of loans at the indicated dates are as follows:

(In thousands)	June 30, 2013	December 31, 2012
Residential mortgage loans:		
1-4 family first-lien residential mortgages	$167,232	$173,955
Construction	1,461	2,655
Total residential mortgage loans	168,693	176,610
Commercial loans:		
Real estate	91,002	82,329
Lines of credit	12,615	13,748
Other commercial and industrial	34,438	31,477
Municipal	5,372	3,588
Total commercial loans	143,427	131,142
Consumer loans:		
Home equity and junior liens	21,272	22,073
Other consumer	3,858	3,469
Total consumer loans	25,130	25,542
Total loans	337,250	333,294
Net deferred loan costs	350	454
Less allowance for loan losses	(4,864)	(4,501)
Loans receivable, net	$332,736	$329,247

The Company originates residential mortgage, commercial, and consumer loans largely to customers throughout Oswego and Onondaga counties. Although the Company has a diversified loan portfolio, a substantial portion of its borrowers' abilities to honor their contracts is dependent upon the counties' employment and economic conditions.

As of June 30, 2013 and December 31, 2012, residential mortgage loans with a carrying value of $114.3 million and $58.6 million, respectively, have been pledged by the Company to the Federal Home Loan Bank of New York ("FHLBNY") under a blanket collateral agreement to secure the Company's line of credit and term borrowings.

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Loan Origination / Risk Management

The Company's lending policies and procedures are presented in Note 5 to the consolidated financial statements included in the 2012 Annual Report filed on Form 10-K on March 18, 2013, and have not changed.

To develop and document a systematic methodology for determining the allowance for loan losses, the Company has divided the loan portfolio into three portfolio segments, each with different risk characteristics and methodologies for assessing risk. Each portfolio segment is broken down into loan classes where appropriate. Loan classes contain unique measurement attributes, risk characteristics, and methods for monitoring and assessing risk that are necessary to develop the allowance for loan losses. Unique characteristics such as borrower type, loan type, collateral type, and risk characteristics define each class. The following table illustrates the portfolio segments and classes for the Company's loan portfolio:

Portfolio Segment	Class
Residential Mortgage Loans	1-4 family first-lien residential mortgages
	Construction
Commercial Loans	Real estate
	Lines of credit
	Other commercial and industrial
	Municipal
Consumer Loans	Home equity and junior liens
	Other consumer

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The following tables present the classes of the loan portfolio, not including net deferred loan costs, summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful within the Company's internal risk rating system as of the dates indicated:

	As of June 30, 2013				
(In thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Residential mortgage loans:					
1-4 family first-lien residential mortgages	$160,581	$792	$5,832	$27	$167,232
Construction	1,461	-	-	-	1,461
Total residential mortgage loans	162,042	792	5,832	27	168,693
Commercial loans:					
Real estate	85,005	918	4,896	183	91,002
Lines of credit	10,980	466	1,169	-	12,615
Other commercial and industrial	32,419	461	1,267	291	34,438
Municipal	5,372	-	-	-	5,372
Total commercial loans	133,776	1,845	7,332	474	143,427
Consumer loans:					
Home equity and junior liens	19,485	145	1,556	86	21,272
Other consumer	3,734	34	68	22	3,858
Total consumer loans	23,219	179	1,624	108	25,130
Total loans	$319,037	$2,816	$14,788	$609	$337,250

	As of December 31, 2012				
(In thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Residential mortgage loans:					
1-4 family first-lien residential mortgages	$166,801	$1,323	$5,831	$-	$173,955
Construction	2,655	-	-	-	2,655
Total residential mortgage loans	169,456	1,323	5,831	-	176,610
Commercial loans:					
Real estate	76,719	1,685	3,925	-	82,329
Lines of credit	12,026	-	1,647	75	13,748
Other commercial and industrial	29,705	237	1,500	35	31,477
Municipal	3,588	-	-	-	3,588
Total commercial loans	122,038	1,922	7,072	110	131,142
Consumer loans:					
Home equity and junior liens	20,078	145	1,801	49	22,073
Other consumer	3,199	133	111	26	3,469
Total consumer loans	23,277	278	1,912	75	25,542
Total loans	$314,771	$3,523	$14,815	$185	$333,294

Management has reviewed its loan portfolio and determined that, to the best of its knowledge, no exposure exists to sub-prime or other high-risk residential mortgages. The Company is not in the practice of originating these types of loans.

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Nonaccrual and Past Due Loans

Loans are placed on nonaccrual when the contractual payment of principal and interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan may be currently performing.

Loans are considered past due if the required principal and interest payments have not been received within thirty days of the payment due date.

An age analysis of past due loans, segregated by portfolio segment and class of loans, as of June 30, 2013 and December 31, 2012, are detailed in the following tables:

	As of June 30, 2013					
(In thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days and Over	Total Past Due	Current	Total Loans Receivable
Residential mortgage loans:						
1-4 family first-lien residential mortgages	$1,975	$826	$1,751	$4,552	$162,680	$167,232
Construction	-	-	-	-	1,461	1,461
Total residential mortgage loans	1,975	826	1,751	4,552	164,141	168,693
Commercial loans:						
Real estate	694	1,488	2,932	5,114	85,888	91,002
Lines of credit	257	197	257	711	11,904	12,615
Other commercial and industrial	1,598	573	655	2,826	31,612	34,438
Municipal	-	-	-	-	5,372	5,372
Total commercial loans	2,549	2,258	3,844	8,651	134,776	143,427
Consumer loans:						
Home equity and junior liens	316	241	175	732	20,540	21,272
Other consumer	68	29	30	127	3,731	3,858
Total consumer loans	384	270	205	859	24,271	25,130
Total loans	$4,908	$3,354	$5,800	$14,062	$323,188	$337,250

	As of December 31, 2012					
(In thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days and Over	Total Past Due	Current	Total Loans Receivable
Residential mortgage loans:						
1-4 family first-lien residential mortgages	$2,698	$1,161	$2,046	$5,905	$168,050	$173,955
Construction	-	-	-	-	2,655	2,655
Total residential mortgage loans	2,698	1,161	2,046	5,905	170,705	176,610
Commercial loans:						
Real estate	1,706	1,833	1,794	5,333	76,996	82,329
Lines of credit	496	153	334	983	12,765	13,748
Other commercial and industrial	1,279	85	598	1,962	29,515	31,477
Municipal	-	-	-	-	3,588	3,588
Total commercial loans	3,481	2,071	2,726	8,278	122,864	131,142

Consumer loans:						
Home equity and junior liens	207	405	730	1,342	20,731	22,073
Other consumer	26	42	46	114	3,355	3,469
Total consumer loans	233	447	776	1,456	24,086	25,542
Total loans	$6,412	$3,679	$5,548	$15,639	$317,655	$333,294

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Nonaccrual loans, segregated by class of loan, were as follows:

(In thousands)	June 30, 2013	December 31, 2012
Residential mortgage loans:		
1-4 family first-lien residential mortgages	$1,751	$2,046
	1,751	2,046
Commercial loans:		
Real estate	2,932	1,794
Lines of credit	257	334
Other commercial and industrial	655	598
	3,844	2,726
Consumer loans:		
Home equity and junior liens	175	730
Other consumer	30	46
	205	776
Total nonaccrual loans	$5,800	$5,548

There were no loans past due ninety days or more and still accruing interest at June 30, 2013 or December 31, 2012.

The Company is required to disclose certain activities related to Troubled Debt Restructurings ("TDR"s) in accordance with accounting guidance. Certain loans have been modified in a TDR where economic concessions have been granted to a borrower who is experiencing, or expected to experience, financial difficulties. These economic concessions could include a reduction in the loan interest rate, extension of payment terms, reduction of principal amortization, or other actions that it would not otherwise consider for a new loan with similar risk characteristics.

The Company is required to disclose new TDRs for each reporting period for which an income statement is being presented. The Company has determined that there were no new TDRs for the six month period ending June 30, 2013.

There are five loans that have been in payment default during the six month period ended June 30, 2013 which were modified during the preceding twelve month period. Two of these loans are commercial real estate loans that total to the amount of $744,000, one is a commercial line of credit in the amount of $87,000, one is a commercial loan in the amount of $110,000 and another is a home equity loan in the amount of $39,000.

When the Company modifies a loan within a portfolio segment, a potential impairment is analyzed either based on the present value of the expected future cash flows discounted at the interest rate of the original loan terms or the fair value of the collateral less costs to sell. If it is determined that the value of the loan is less than its recorded investment, then impairment is recognized as a component of the provision for loan losses, an associated increase to the allowance for loan losses or as a charge-off to the allowance for loan losses in the current period.

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Impaired Loans

The following tables summarize impaired loan information by portfolio class at the indicated dates:

	June 30, 2013			December 31, 2012		
(In thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
1-4 family first-lien residential mortgages	$356	$356	$-	$844	$844	$-
Commercial real estate	1,010	1,010	-	1,554	1,571	-
Commercial lines of credit	283	296	-	358	370	-
Other commercial and industrial	323	323	-	657	801	-
Home equity and junior liens	344	344	-	380	380	-
Other consumer	-	-	-	-	-	-
With an allowance recorded:						
1-4 family first-lien residential mortgages	223	223	9	1,307	1,307	215
Commercial real estate	2,831	2,831	455	1,182	1,182	401
Commercial lines of credit	171	171	171	-	-	-
Other commercial and industrial	488	645	240	225	230	207
Home equity and junior liens	126	126	66	155	155	95
Other consumer	2	2	2	5	5	5
Total:						
1-4 family first-lien residential mortgages	579	579	9	2,151	2,151	215
Commercial real estate	3,841	3,841	455	2,736	2,753	401
Commercial lines of credit	454	467	171	358	370	-
Other commercial and industrial	811	968	240	882	1,031	207
Home equity and junior liens	470	470	66	535	535	95
Other consumer	2	2	2	5	5	5
Totals	$6,157	$6,327	$943	$6,667	$6,845	$923

The following table presents the average recorded investment in impaired loans for the periods indicated:

	For the three months ended June 30,		For the six months ended June 30,	
(In thousands)	2013	2012	2013	2012
1-4 family first-lien residential mortgages	$1,475	$1,414	$1,700	$1,375
Commercial real estate	3,847	2,649	3,476	2,333
Commercial lines of credit	455	451	423	451
Other commercial and industrial	824	681	843	580
Home equity and junior liens	551	475	546	468
Other consumer	3	2	3	1
Total	$7,155	$5,672	$6,991	$5,208

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The following table presents the cash basis interest income recognized on impaired loans for the periods indicated:

	For the three months ended June 30,		For the six months ended June 30,	
(In thousands)	2013	2012	2013	2012
1-4 family first-lien residential mortgages	$(17)	$31	$13	$46
Commercial real estate	27	37	72	60
Commercial lines of credit	7	13	11	18
Other commercial and industrial	7	13	12	19
Home equity and junior liens	3	3	18	7
Other consumer	-	-	-	-
Total	$27	$97	$126	$150

For the three months ended June 30, 2013, the Company categorized residential mortgage loans as impaired if the total related credit to the borrower exceeded the minimum threshold of $300,000. The prior threshold was $100,000. This action caused the $(17) indicated in the above three month table.

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(7) Allowance for Loan Losses

Summarized in the tables below are changes in the allowance for loan losses for the indicated periods and information pertaining to the allocation of the allowance for loan losses, balances of the allowance for loan losses, loans receivable based on individual, and collective impairment evaluation by loan portfolio class. An allocation of a portion of the allowance to a given portfolio class does not limit the Company's ability to absorb losses in another portfolio class.

	For the three months ended June 30, 2013				
(In thousands)	1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Allowance for loan losses:					
Beginning Balance	$828	$ -	$ 1,895	$ 473	$854
Charge-offs	(92)	-	-	-	(5)
Recoveries	1	-	-	-	-
Provisions	(152)	-	160	(55)	196
Ending balance	$585	$ -	$ 2,055	$ 418	$1,045
Ending balance: related to loans individually evaluated for impairment	9	-	455	171	240
Ending balance: related to loans collectively evaluated for impairment	$576	$ -	$ 1,600	$ 247	$805
Loans receivables:					
Ending balance	$167,232	$ 1,461	$ 91,002	$ 12,615	$34,438
Ending balance: individually evaluated for impairment	579	-	3,841	454	811
Ending balance: collectively evaluated for impairment	$166,653	$ 1,461	$ 87,161	$ 12,161	$33,627

	Municipal	Home equity and junior liens	Other Consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$2	$ 489	$ 139	$ 6	$4,686
Charge-offs	-	-	(11)	-	(108)
Recoveries	-	-	9	-	10
Provisions	1	(35)	(2)	163	276
Ending balance	$3	$ 454	$ 135	$ 169	$4,864
Ending balance: related to loans individually evaluated for impairment	-	66	2	-	943
Ending balance: related to loans collectively evaluated for impairment	$3	$ 388	$ 133	$ 169	$3,921
Loans receivables:					
Ending balance	$5,372	$ 21,272	$ 3,858		$337,250

Ending balance: individually evaluated for impairment	-	470	2		6,157
Ending balance: collectively evaluated for impairment	$5,372	$20,802	$3,856		$331,093

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(In thousands)	For the six months ended June 30, 2013 1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Allowance for loan losses:					
Beginning Balance	$811	$-	$1,748	$440	$750
Charge-offs	(104)	-	-	(49)	(15)
Recoveries	13	-	-	-	-
Provisions	(135)	-	307	27	310
Ending balance	$585	$-	$2,055	$418	$1,045

	Municipal	Home equity and junior liens	Other consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$2	$494	$168	$88	$4,501
Charge-offs	-	(81)	(39)	-	(288)
Recoveries	-	13	25	-	51
Provisions	1	28	(19)	81	600
Ending balance	$3	$454	$135	$169	$4,864

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(In thousands)	1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
	For the three months ended June 30, 2012				
Allowance for loan losses:					
Beginning Balance	$719	$ -	$ 1,465	$ 515	$719
Charge-offs	(15)	-	-	-	(46)
Recoveries	1	-	-	50	-
Provisions	72	-	122	(167)	25
Ending balance	$777	$ -	$ 1,587	$ 398	$698
Ending balance: related to loans individually evaluated for impairment	226	-	277	113	269
Ending balance: related to loans collectively evaluated for impairment	$551	$ -	$ 1,310	$ 285	$429
Loans receivables:					
Ending balance	$166,233	$ 2,495	$ 78,001	$ 13,223	$20,766
Ending balance: individually evaluated for impairment	1,623	-	2,805	449	568
Ending balance: collectively evaluated for impairment	$164,610	$ 2,495	$ 75,196	$ 12,774	$20,198

	Municipal	Home equity and junior liens	Other Consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$2	$ 495	$ 134	$ 63	$4,112
Charge-offs	-	(8)	(43)	-	(112)
Recoveries	-	3	9	-	63
Provisions	-	11	31	56	150
Ending balance	$2	$ 501	$ 131	$ 119	$4,213
Ending balance: related to loans individually evaluated for impairment	-	61	3	-	949
Ending balance: related to loans collectively evaluated for impairment	$2	$ 440	$ 128	$ 119	$3,264
Loans receivables:					
Ending balance	$4,086	$ 23,609	$ 3,644		$312,057
Ending balance: individually evaluated for impairment	-	502	3		5,950
Ending balance: collectively evaluated for impairment	$4,086	$ 23,107	$ 3,641		$306,107

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(In thousands)	For the six months ended June 30, 2012 1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Allowance for loan losses:					
Beginning Balance	$664	$-	$1,346	$463	$649
Charge-offs	(35)	-	(54)	-	(89)
Recoveries	29	-	14	50	-
Provisions	119	-	281	(115)	138
Ending balance	$777	$-	$1,587	$398	$698

	Municipal	Home equity and junior liens	Other Consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$2	$501	$162	$193	$3,980
Charge-offs	-	(8)	(84)	-	(270)
Recoveries	-	5	30	-	128
Provisions	-	3	23	(74)	375
Ending balance	$2	$501	$131	$119	$4,213

(8) Guarantees

The Company 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 Company to guarantee the performance of a customer to a third party. Generally, all letters of credit when issued have expiration dates within one year of issuance. 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 Company generally holds collateral and/or personal guarantees supporting these commitments. The Company had $1.5 million of standby letters of credit outstanding as of June 30, 2013. 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 fair value of standby letters of credit was not significant to the Company's consolidated financial statements.

(9) Fair Value Measurements

Accounting guidance related to fair value measurements and disclosures specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2 – Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 – Model-derived valuations in which one or more significant inputs or significant value drivers are unobservable.

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.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs, minimize the use of unobservable inputs, to the extent possible, and considers counterparty credit risk in its assessment of fair value.

The Company used the following methods and significant assumptions to estimate fair value:

Investment securities: The fair values of securities available for sale are obtained from an independent third party and are based on quoted prices on nationally recognized exchange where available (Level 1). If quoted prices are not available, fair values are measured by utilizing matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2). Management made no adjustment to the fair value quotes that were received from the independent third party pricing service.

Interest rate swap derivative: The fair value of the interest rate swap derivative is calculated based on a discounted cash flow model. All future floating cash flows are projected and both floating and fixed cash flows are discounted to the valuation date. The curve utilized for discounting and projecting is built by obtaining publicly available third party market quotes for various swap maturity terms.

Impaired loans: Impaired loans are those loans in which the Company has measured impairment generally based on the fair value of the loan's collateral. Fair value is generally determined based upon market value evaluations by third parties of the properties and/or estimates by management of working capital collateral or discounted cash flows based upon expected proceeds. These appraisals may include up to three approaches to value: the sales comparison approach, the income approach (for income-producing property), and the cost approach. Management modifies the appraised values, if needed, to take into account recent developments in the market or other factors, such as, changes in absorption rates or market conditions from the time of valuation and anticipated sales values considering management's plans for disposition. Such modifications to the appraised values could result in lower valuations of such collateral. Estimated costs to sell are based on current amounts of disposal costs for similar assets. These measurements are classified as Level 3 within the valuation hierarchy. Impaired loans are subject to nonrecurring fair value adjustment upon initial recognition or subsequent impairment. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance.

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Foreclosed real estate: Fair values for foreclosed real estate are initially recorded based on market value evaluations by third parties, less costs to sell ("initial cost basis"). Any write-downs required when the related loan receivable is exchanged for the underlying real estate collateral at the time of transfer to foreclosed real estate are charged to the allowance for loan losses. Values are derived from appraisals, similar to impaired loans, of underlying collateral or discounted cash flow analysis. Subsequent to foreclosure, valuations are updated periodically and assets are marked to current fair value, not to exceed the initial cost basis. In the determination of fair value subsequent to foreclosure, management also considers other factors or recent developments, such as, changes in absorption rates and market conditions from the time of valuation and anticipated sales values considering management's plans for disposition. Either change could result in adjustment to lower the property value estimates indicated in the appraisals. These measurements are classified as Level 3 within the fair value hierarchy.

The following tables summarize assets measured at fair value on a recurring basis as of the indicated dates, segregated by the level of valuation inputs within the hierarchy utilized to measure fair value:

	June 30, 2013			
(In thousands)	Level 1	Level 2	Level 3	Total Fair Value
Debt investment securities:				
US Treasury, agencies and GSEs	$-	$18,469	$-	$18,469
State and political subdivisions	-	26,140	-	26,140
Corporate	-	20,572	-	20,572
Residential mortgage-backed - US agency	-	50,816	-	50,816
Residential mortgage-backed - private label	-	-	-	-
Equity investment securities:				
Mutual funds:				
Ultra short mortgage fund	1,275	-	-	1,275
Large cap equity fund	1,245	-	-	1,245
Other mutual funds	-	332	-	332
Common stock - financial services industry	35	381	-	416
Total investment securities	$2,555	$116,710	$-	$119,265
Interest rate swap derivative	$-	$(152)	$-	$(152)

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	December 31, 2012			
(In thousands)	Level 1	Level 2	Level 3	Total Fair Value
Debt investment securities:				
US Treasury, agencies and GSEs	$-	$6,183	$-	$6,183
State and political subdivisions	-	27,471	-	27,471
Corporate	-	23,006	-	23,006
Residential mortgage-backed - US agency	-	48,251	-	48,251
Residential mortgage-backed - private label	-	305	-	305
Equity investment securities:				
Mutual funds:				
Ultra short mortgage fund	1,291	-	-	1,291
Large cap equity fund	1,081	-	-	1,081
Other mutual funds	-	319	-	319
Common stock - financial services industry	33	399	-	432
Total investment securities	$2,405	$105,934	$-	$108,339
Interest rate swap derivative	$-	$(195)	$-	$(195)

The Bank had the following assets measured at fair value on a nonrecurring basis as of June 30, 2013 and December 31, 2012:

	June 30, 2013			
(In thousands)	Level 1	Level 2	Level 3	Total Fair Value
Impaired loans	$-	$-	$995	$995

	December 31, 2012			
(In thousands)	Level 1	Level 2	Level 3	Total Fair Value
Impaired loans	$-	$-	$1,951	$1,951
Foreclosed real estate	$-	$-	$301	$301

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis and for which Level 3 inputs were used to determine fair value at the indicated dates.

	Quantitative Information about Level 3 Fair Value Measurements		
	Valuation Techniques	Unobservable Input	Range (Weighted Avg.)
June 30, 2013			
Impaired loans	Appraisal of collateral	Appraisal Adjustments Costs to Sell	5% - 30%(18%)

6% -
50%(13%)

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		Quantitative Information about Level 3 Fair Value Measurements	
	Valuation Techniques	Unobservable Input	Range (Weighted Avg.)
December 31, 2012			
Impaired loans	Appraisal of collateral	Appraisal Adjustments	5% - 30% (21%)
		Costs to Sell	6% - 15% (12%)
Foreclosed real estate	Appraisal of collateral	Appraisal Adjustments	15% - 15% (15%)
		Costs to Sell	6% - 7% (6%)

There have been no transfers of assets in or out of any fair value measurement level.

Required disclosures include fair value information of financial instruments, whether or not recognized in the consolidated statement of condition, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument.

The Company has various processes and controls in place to ensure that fair value is reasonably estimated. A model validation policy governs the use and control of valuation models used to estimate fair value. This policy requires review and approval of models by personnel who are independent of the front office, and periodic reassessments of models to ensure that they are continuing to perform as designed. In addition, detailed reviews of trading gains and losses are conducted by personnel who are independent of the front office. A price verification group, which is also independent of the front office, utilizes available market information including executed trades, market prices and market-observable valuation model inputs to ensure that fair values are reasonably estimated. The Company performs due diligence procedures over third-party pricing service providers in order to support their use in the valuation process. Where market information is not available to support internal valuations, independent reviews of the valuations are performed and any material exposures are escalated through a management review process.

While the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Management uses its best judgment in estimating the fair value of the Company’s financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a 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 may be different than the amounts reported at each period-end.

The following information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only provided for a limited portion of the Company’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 Company’s disclosures and those of other companies may not be meaningful. The Company, in estimating its fair value disclosures for financial instruments, used the following methods and assumptions:

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Cash and cash equivalents – The carrying amounts of these assets approximate their fair value and are classified as Level 1.

Interest earning time deposits – The carrying amounts of these assets approximate their fair value.

Investment securities – The fair values of securities available for sale are obtained from an independent third party and are based on quoted prices on nationally recognized exchange where available (Level 1). If quoted prices are not available, fair values are measured by utilizing matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2). Management made no adjustment to the fair value quotes that were received from the independent third party pricing service.

Federal Home Loan Bank stock – The carrying amount of these assets approximates their fair value.

Net loans – For variable-rate loans that re-price frequently, fair value is based on carrying amounts. The fair value of other loans (for example, fixed-rate commercial real estate loans, mortgage loans, and commercial and industrial loans) is estimated using discounted cash flow analysis, based on interest rates currently being offered in the market for loans with similar terms to borrowers of similar credit quality. Loan value estimates include judgments based on expected prepayment rates. The measurement of the fair value of loans, including impaired loans, is classified within Level 3 of the fair value hierarchy.

Accrued interest receivable and payable – The carrying amount of these assets approximates their fair value and are classified as Level 1.

Deposits – The fair values disclosed for demand deposits (e.g., interest-bearing and noninterest-bearing checking, passbook savings and certain types of money management accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts) and are classified within Level 1 of the fair value hierarchy. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates of deposits to a schedule of aggregated expected monthly maturities on time deposits. Measurements of the fair value of time deposits are classified within Level 2 of the fair value hierarchy.

Borrowings – Fixed/variable term "bullet" structures are valued using a replacement cost of funds approach. These borrowings are discounted to the FHLBNY advance curve. Option structured borrowings' fair values are determined by the FHLB for borrowings that include a call or conversion option. If market pricing is not available from this source, current market indications from the FHLBNY are obtained and the borrowings are discounted to the FHLBNY advance curve less an appropriate spread to adjust for the option. These measurements are classified as Level 2 within the fair value hierarchy.

Junior subordinated debentures – Current economic conditions have rendered the market for this liability inactive. As such, the Company was formerly unable to determine a good estimate of fair value, resulting in a Level 3 classification at December 31, 2012. As of June 30, 2013, the Company was able to secure a quote from its pricing service based on a DCF methodology which resulted in a Level 2 classification for this borrowing.

Interest rate swap derivative – The fair value of the interest rate swap derivative is obtained from a third party pricing agent and is calculated based on a discounted cash flow model. All future floating cash flows are projected and both floating and fixed cash flows are discounted to the valuation date. The curve utilized for discounting and projecting is built by obtaining publicly available third party market quotes for various swap maturity terms, and therefore is classified within Level 2 of the fair value hierarchy.

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The carrying amounts and fair values of the Company's financial instruments as of the indicated dates are presented in the following table:

		June 30, 2013		December 31, 2012	
(Dollars In thousands)	Fair Value Hierarchy	Carrying Amounts	Estimated Fair Values	Carrying Amounts	Estimated Fair Values
Financial assets:					
Cash and cash equivalents	1	$10,028	$10,028	$8,665	$8,665
Interest earning time deposits	1	1,500	1,500	2,000	2,000
Investment securities	1	2,555	2,555	2,405	2,405
Investment securities	2	116,710	116,710	105,934	105,934
Federal Home Loan Bank stock	2	2,645	2,645	1,929	1,929
Net loans	3	332,736	338,741	329,247	341,389
Accrued interest receivable	1	1,799	1,799	1,717	1,717
Financial liabilities:					
Demand Deposits, Savings, NOW and MMDA	1	$247,203	$247,203	$228,484	$228,484
Time Deposits	2	153,176	154,167	163,321	165,491
Borrowings	2	44,768	45,293	34,964	36,054
Junior subordinated debentures	2	5,155	4,415	-	-
Junior subordinated debentures	3	-	-	5,155	5,155
Accrued interest payable	1	68	68	140	140
Interest rate swap derivative	2	152	152	195	195

(10) Interest Rate Derivatives

Derivative instruments are entered into primarily as a risk management tool of the Company. Financial derivatives are recorded at fair value as other assets and other liabilities. The accounting for changes in the fair value of a derivative depends on whether it has been designated and qualifies as part of a hedging relationship. For a fair value hedge, changes in the fair value of the derivative instrument and changes in the fair value of the hedged asset or liability are recognized currently in earnings. For a cash flow hedge, changes in the fair value of the derivative instrument, to the extent that it is effective, are recorded in other comprehensive income and subsequently reclassified to earnings as the hedged transaction impacts net income. Any ineffective portion of a cash flow hedge is recognized currently in earnings. See Note 9 for further discussion of the fair value of the interest rate derivative.

The Company has $5 million of floating rate trust preferred debt indexed to 3-month LIBOR. As a result, it is exposed to variability in cash flows related to changes in projected interest payments caused by changes in the benchmark interest rate. During the fourth quarter of fiscal 2009, the Company entered into an interest rate swap agreement, with a $2 million notional amount, to convert a portion of the variable-rate junior subordinated debentures to a fixed rate for a term of approximately 7 years at a rate of 4.96%. The derivative is designated as a cash flow hedge. The hedging strategy ensures that changes in cash flows from the derivative will be highly effective at offsetting changes in interest expense from the hedged exposure.

The following table summarizes the fair value of the outstanding derivative and its presentation on the statements of condition:

June 30,

(In thousands)		2013	December 31, 2012
Cash flow hedge:			
	Other liabilities	$152	$195

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The change in accumulated other comprehensive loss on a pretax basis and the impact on earnings from the interest rate swap that qualifies as a cash flow hedge for the periods indicated below were as follows:

	Three Months Ended June 30,	
(In thousands)	2013	2012
Balance as of March 31:	$(180)	$(194)
Amount of gains (losses) recognized in other comprehensive income	13	(27)
Amount of loss reclassified from other comprehensive income and recognized as interest expense	15	16
Balance as of June 30:	$(152)	$(205)

	Six Months Ended June 30,	
(In thousands)	2013	2012
Balance as of December 31:	$(195)	$(200)
Amount of gains (losses) recognized in other comprehensive income	13	(35)
Amount of loss reclassified from other comprehensive income and recognized as interest expense	30	30
Balance as of June 30:	$(152)	$(205)

No amount of ineffectiveness has been included in earnings and the changes in fair value have been recorded in other comprehensive income. Some, or all, of the amount included in accumulated other comprehensive loss would be reclassified into current earnings should a portion of, or the entire hedge no longer be considered effective, but at this time, management expects the hedge to remain fully effective during the remaining term of the swap.

The Company posted cash, of $200,000, under arrangements to satisfy collateral requirements associated with the interest rate swap contract.

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(11) Accumulated Other Comprehensive Income (Loss)

Changes in the components of accumulated other comprehensive income (loss) ("AOCI"), net of tax, for the periods indicated are summarized in the table below.

	For the three months ended June 30, 2013				For the six months ended June 30, 2013			
	Retirement Plans	Unrealized Gains and Losses on Financial Derivative	Unrealized Gains and Losses on Available-for-Sale Securities	Total	Retirement Plans	Unrealized Gains and Losses on Financial Derivative	Unrealized Gains and Losses on Available-for-Sale Securities	Total
Beginning balance	$(2,708)	$(108)	$ 1,316	$(1,500)	$(2,765)	$(117)	$ 1,564	$(1,318)
Other comprehensive income (loss) before reclassifications	-	8	(1,753)	(1,745)	-	8	(1,978)	(1,970)
Amounts reclassified from AOCI	57	9	(36)	30	114	18	(59)	73
Ending balance	$(2,651)	$(91)	$ (473)	$(3,215)	$(2,651)	$(91)	$ (473)	$(3,215)

	For the three months ended June 30, 2012				For the six months ended June 30, 2012			
	Retirement Plans	Unrealized Gains and Losses on Financial derivative	Unrealized Gains and Losses on Available-for-Sale Securities	Total	Retirement Plans	Unrealized Gains and Losses on Financial derivative	Unrealized Gains and Losses on Available-for-Sale Securities	Total
Beginning balance	$(3,536)	$(117)	$ 1,106	$(2,547)	$(3,617)	$(120)	$ 1,073	$(2,664)
Other comprehensive income (loss) before reclassifications	1,151	(16)	269	1,404	1,151	(21)	367	1,497
Amounts reclassified from AOCI	63	9	(31)	41	144	17	(96)	65
Ending balance	$(2,322)	$(124)	$ 1,344	$(1,102)	$(2,322)	$(124)	$ 1,344	$(1,102)

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The following table presents the amounts reclassified out of each component of AOCI for the indicated period:

Details about AOCI components	For the three months ended June 30, 2013 Amount Reclassified from AOCI1		Affected Line Item in the Statement of Income	For the six months ended June 30, 2013 Amount Reclassified from AOCI1		Affected Line Item in the Statement of Income
Unrealized holding gain on financial derivative:						
Reclassification adjustment for interest expense included in net income	$(15	)	Interest on long term liabilities	$(30	)	Interest on long term liabilities
	6		Provision for income taxes	12		Provision for income taxes
	$(9	)	Net Income	$(18	)	Net Income
Retirement plan items						
Retirement plan net losses recognized in plan expenses2	$(95	)	Salaries and employee benefits	$(190	)	Salaries and employee benefits
	38		Provision for income taxes	76		Provision for income taxes
	$(57	)	Net Income	$(114	)	Net Income
Available-for-sale securities						
Realized gain on sale of securities	$(60	)	Net gains on sales and redemptions of investment securities	$(99	)	Net gains on sales and redemptions of investment securities
	24		Provision for income taxes	40		Provision for income taxes
	$(36	)	Net Income	$(59	)	Net Income

1 Amounts in parentheses indicates debits in net income.
2 These items are included in net periodic pension cost.
See Note 5 for additional information.

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Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations (Unaudited)

General

Throughout Management’s Discussion and Analysis (“MD&A”) the term, “the Company”, refers to the consolidated entity of Pathfinder Bancorp, Inc. Pathfinder Bank and Pathfinder Statutory Trust II are wholly owned subsidiaries of Pathfinder Bancorp, Inc., however, Pathfinder Statutory Trust II is not consolidated for reporting purposes. Pathfinder Commercial Bank, Pathfinder REIT, Inc., Pathfinder Risk Management, Inc., and Whispering Oaks Development Corp. are wholly owned subsidiaries of Pathfinder Bank. At June 30, 2013, Pathfinder Bancorp, M.H.C., the Company’s mutual holding company parent, whose activities are not included in the consolidated financial statements or the MD&A, held 60.5% of the Company’s outstanding common stock and public shareholders, including shares held by the Employee Stock Ownership Plan (“ESOP”), held the remaining 39.5% of the outstanding common stock.

The following discussion reviews the Company's financial condition at June 30, 2013 and the results of operations for the three and six months ended June 30, 2013 and 2012.

Statement Regarding Forward-Looking Statements

When used in this quarterly report the words or phrases “will likely result”, “are expected to”, “will continue”, “is anticipated” “estimate”, ”project”, or similar expression are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties. By identifying these forward-looking statements for you in this manner, the Company is alerting you to the possibility that its actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The Company wishes to advise readers that various factors could affect the Company’s financial performance and could cause the Company’s actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and the Company undertakes no obligation to update any statement in light of new information or future events.

Application of Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow practices within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and information used to record valuation adjustments for certain assets and liabilities are based on quoted market prices or are provided by other third-party sources, when available. When third party information is not available, valuation adjustments are estimated in good faith by management.

The most significant accounting policies followed by the Company are presented in Note 1 to the annual audited consolidated financial statements included in the 2012 Annual Report filed on form 10-K on March 18, 2013 (“the consolidated financial statements"). These policies, along with the disclosures presented in the other financial statement notes and in this discussion, provide information on how significant assets and liabilities are valued in the consolidated financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the allowance for loan losses, deferred income taxes, pension obligations, the evaluation of investment securities for other than temporary impairment, and the estimation of fair values for accounting and disclosure purposes to be the accounting areas that require the most subjective and complex judgments. These areas could be the most subject to revision as new information becomes available.

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The allowance for loan losses represents management's estimate of probable loan losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment on the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The Company establishes a specific allowance for all commercial loans in excess of the total related credit threshold of $100,000 and single borrower residential mortgage loans in excess of the total related credit threshold of $300,000 identified as being impaired which are on nonaccrual and have been risk rated under the Company’s risk rating system as substandard, doubtful, or loss. In addition, an accruing substandard loan could be identified as being impaired. The measurement of impaired loans is generally based upon the present value of future cash flows discounted at the historical effective interest rate, except that all collateral-dependent loans are measured for impairment based on the fair value of the collateral, less costs to sell. The majority of the Company’s impaired loans are collateral-dependent. For all other loans and leases, the Company uses the general allocation methodology that establishes an allowance to estimate the probable incurred loss for each risk-rating category. The loan portfolio also represents the largest asset type on the consolidated statement of condition. Note 1 to the consolidated financial statements describes the methodology used to determine the allowance for loan losses and a discussion of the factors driving changes in the amount of the allowance for loan losses is included in this report.

Deferred income tax assets and liabilities are determined using the liability method. Under this method, the net deferred tax asset or liability is recognized for the future tax consequences. This is attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating and capital loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The affect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date. If current available evidence about the future raises doubt about the likelihood of a deferred tax asset being realized, a valuation allowance is established. The judgment about the level of future taxable income, including that which is considered capital, is inherently subjective and is reviewed on a continual basis as regulatory and business factors change. A valuation allowance of $462,000 was maintained at June 30, 2013, as management believes it may not generate sufficient capital gains to offset its capital loss carry forward. The Company’s effective tax rate differs from the statutory rate due primarily to non-taxable income from investment securities and bank owned life insurance.

Pension and post-retirement benefit plan liabilities and expenses are based upon actuarial assumptions of future events; including fair value of plan assets, interest rates, and the length of time the Company will have to provide those benefits. The assumptions used by management are discussed in Note 12 to the consolidated annual financial statements.

The Company carries all of its investments at fair value with any unrealized gains or losses reported net of tax as an adjustment to shareholders' equity and included in accumulated other comprehensive income (loss), except for the credit-related portion of debt security impairment losses and other-than-temporary impairment (“OTTI”) of equity securities which are charged to earnings. The Company's ability to fully realize the value of its investments in various securities, including corporate debt securities, is dependent on the underlying creditworthiness of the issuing organization. In evaluating the debt security portfolio for other-than-temporary impairment losses, management considers (1) if we intend to sell the security; (2) if it is “more likely than not” we will be required to sell the security before recovery of its amortized cost basis; or (3) if the present value of expected cash flows is not sufficient to recover the entire amortized cost basis. In determining whether OTTI has occurred for equity securities the Company considers the applicable factors described above and the length of time the equity security’s fair value has been below the carrying amount. Management continually analyzes the portfolio to determine if further impairment has occurred that may be deemed as other-than-temporary. Further charges are possible depending on future economic conditions.

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The estimation of fair value is significant to several of our assets; including investment securities available for sale, the interest rate derivative, intangible assets, foreclosed real estate, and the value of loan collateral when valuing loans. These are all recorded at either fair value, or the lower of cost or fair value. Fair values are determined based on third party sources, when available. Furthermore, accounting principles generally accepted in the United States require disclosure of the fair value of financial instruments as a part of the notes to the consolidated financial statements. Fair values on our available-for-sale securities may be influenced by a number of factors; including market interest rates, prepayment speeds, discount rates, and the shape of yield curves.

Fair values for securities available for sale are obtained from an independent third party pricing service. Where available, fair values are based on quoted prices on a nationally recognized securities exchange. If quoted prices are not available, fair values are measured using quoted market prices for similar benchmark securities. Management made no adjustments to the fair value quotes that were provided by the pricing source. The fair values of foreclosed real estate and the underlying collateral value of impaired loans are typically determined based on evaluations by third parties, less estimated costs to sell. When necessary, appraisals are updated to reflect changes in market conditions.

Recent Events

As reported by the Company on its Form 10-K filed on March 29, 2012, the purchase of the 51% controlling interest in the Fitzgibbons Agency, pending the completion of the final stages of due diligence, was expected to close in the early part of the second quarter of 2012. The Company and the Fitzgibbons Agency are addressing the final elements of the transaction and are working to expedite a closing at the earliest possible time.

Overview and Results of Operations

For the second quarter of 2013, net income was $823,000 as compared to $721,000 for the second quarter of 2012 due principally to an increase in net interest income and noninterest income, the latter stemming from the gain on the portfolio sale of approximately $8.8 million in longer term and lower yielding residential loans. Partially offsetting these increases in net income was an increase in the provision for loan losses and an increase in noninterest expense.

For the first half of 2013, net income was $1.3 million as compared to $1.2 million for the comparable prior year period. The improvement was due to an increase in net interest income and the above mentioned residential loan sale, partially offset by an increase in the provision for loan losses and an increase in noninterest expense between the comparable six month periods.

The Company's return on average assets and return on average equity for the second quarter of 2013 were 0.66% and 7.93%, respectively, as compared to 0.62% and 7.49% for the same prior year period. Return on average assets and return on average equity for the first half of 2013 were 0.53% and 6.43%, respectively, as compared to 0.54% and 6.50% for the same prior year period.

Average assets for the second quarter of 2013 were $502.3 million, or 7.3% greater than the comparable prior year period. The increase was attributable to increases in residential real estate loans, commercial loans, commercial real estate loans, and to a lesser extent, tax-exempt securities. Average balances of commercial real estate loans increased $13.7 million or 18.6% and commercial loans increased $13.4 million or 33.8% between these same periods in direct support of the Company's initiative to diversify its portfolio and increase its penetration within the commercial segments. Additionally, average balances of real estate residential loans increased $8.2 million, or 4.9%, between these same two time periods.

Net Interest Income

Net interest income is the Company's primary source of operating income for payment of operating expenses and providing for loan losses. It is the amount by which interest earned on loans, interest-earning deposits, and investment securities, exceeds the interest paid on deposits and other interest-bearing liabilities. Changes in net interest income and net interest margin result from the interaction between the volume and composition of interest-earning assets, interest-bearing liabilities, related yields, and associated funding costs.

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The following table sets forth information concerning average interest-earning assets and interest-bearing liabilities and the yields and rates thereon for the periods indicated. Interest income and resultant yield information in the table is on a fully tax-equivalent basis using marginal federal income tax rates of 34%. Averages are computed on the daily average balance for each month in the period divided by the number of days in the period. Yields and amounts earned include loan fees. Nonaccrual loans have been included in interest-earning assets for purposes of these calculations.

	For the three months Ended June 30,					
	2013			2012		
(Dollars in thousands)	Average Balance	Interest	Average Yield / Cost	Average Balance	Interest	Average Yield / Cost
Interest-earning assets:						
Real estate loans residential	$ 174,625	$ 1,978	4.53 %	$ 166,447	$ 2,046	4.92 %
Real estate loans commercial	87,475	1,169	5.35 %	73,769	1,094	5.93 %
Commercial loans	53,148	622	4.68 %	39,725	458	4.61 %
Consumer loans	25,244	359	5.69 %	27,474	390	5.68 %
Taxable investment securities	97,518	423	1.74 %	102,395	514	2.01 %
Tax-exempt investment securities	25,653	284	4.43 %	23,273	275	4.73 %
Interest-earning time deposit	1,821	5	1.10 %	2,000	6	1.20 %
Interest-earning deposits	5,571	2	0.14 %	951	1	0.42 %
Total interest-earning assets	471,055	4,842	4.11 %	436,034	4,784	4.39 %
Noninterest-earning assets:						
Other assets	33,811			34,086		
Allowance for loan losses	(4,756)			(4,160)		
Net unrealized gains on available for sale securities	2,235			2,279		
Total assets	$ 502,345			$ 468,239		
Interest-bearing liabilities:						
NOW accounts	$ 40,441	20	0.20 %	$ 30,672	19	0.25 %
Money management accounts	14,374	7	0.19 %	14,958	12	0.32 %
MMDA accounts	81,106	87	0.43 %	81,257	109	0.54 %
Savings and club accounts	69,595	13	0.07 %	64,179	13	0.08 %
Time deposits	165,688	502	1.21 %	158,316	583	1.47 %
Junior subordinated debentures	5,155	41	3.18 %	5,155	44	3.41 %
Borrowings	31,344	163	2.08 %	30,780	217	2.81 %
Total interest-bearing liabilities	407,703	833	0.82 %	385,317	997	1.03 %

Noninterest-bearing liabilities:													
Demand deposits		48,821						40,079					
Other liabilities		4,286						4,338					
Total liabilities		460,810						429,734					
Shareholders' equity		41,535						38,505					
Total liabilities & shareholders' equity	$	502,345					$	468,239					
Net interest income			$	4,009					$	3,787			
Net interest rate spread					3.29	%						3.36	%
Net interest margin					3.40	%						3.47	%
Ratio of average interest-earning assets to average interest-bearing liabilities					115.54	%						113.16	%

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	For the six months Ended June 30,					
	2013			2012		
(Dollars in thousands)	Average Balance	Interest	Average Yield / Cost	Average Balance	Interest	Average Yield / Cost
Interest-earning assets:						
Real estate loans residential	$ 176,270	$ 4,037	4.58 %	$ 164,765	$ 4,117	5.00 %
Real estate loans commercial	84,728	2,278	5.38 %	73,253	2,133	5.82 %
Commercial loans	52,151	1,230	4.72 %	39,780	969	4.87 %
Consumer loans	25,291	718	5.68 %	27,713	788	5.69 %
Taxable investment securities	95,681	842	1.76 %	98,095	1,005	2.05 %
Tax-exempt investment securities	25,815	573	4.44 %	21,807	521	4.78 %
Interest-earning time deposit	1,910	11	1.15 %	2,000	12	1.20 %
Interest-earning deposits	6,340	3	0.09 %	1,122	2	0.36 %
Total interest-earning assets	468,186	9,692	4.14 %	428,535	9,547	4.46 %
Noninterest-earning assets:						
Other assets	33,329			34,297		
Allowance for loan losses	(4,654)			(4,101)		
Net unrealized gains on available for sale securities	2,379			2,220		
Total assets	$ 499,240			$ 460,951		
Interest-bearing liabilities:						
NOW accounts	$ 39,901	38	0.19 %	$ 30,972	38	0.25 %
Money management accounts	14,409	16	0.22 %	14,668	26	0.35 %
MMDA accounts	81,156	183	0.45 %	79,233	223	0.56 %
Savings and club accounts	68,737	27	0.08 %	63,228	28	0.09 %
Time deposits	164,923	1,024	1.24 %	156,631	1,182	1.51 %
Junior subordinated debentures	5,155	81	3.14 %	5,155	86	3.34 %
Borrowings	31,887	361	2.26 %	29,178	429	2.94 %
Total interest-bearing liabilities	406,168	1,730	0.85 %	379,065	2,012	1.06 %
Noninterest-bearing liabilities:						
Demand deposits	47,799			39,520		
Other liabilities	3,960			3,956		

Total liabilities	457,927			422,541		
Shareholders' equity	41,313			38,410		
Total liabilities & shareholders' equity	$ 499,240			$ 460,951		
Net interest income		$ 7,962			$ 7,535	
Net interest rate spread			3.29 %			3.40 %
Net interest margin			3.40 %			3.52 %
Ratio of average interest-earning assets to average interest-bearing liabilities			115.27 %			113.05 %

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Net interest income, on a tax-equivalent basis, increased to $4.0 million for the three months ended June 30, 2013, from $3.8 million for the three months ended June 30, 2012. This was principally due to a decrease in interest expense and, to a lesser extent, an increase in interest income reflecting increases in average balances of the loan portfolio. The largest increases in earning assets were within real estate residential loans and commercial loans as the Company continued to experience strong loan demand within its marketplace. Net interest margin, however, contracted to 3.40% from 3.47% reflecting the lower yields obtained from our interest earning assets which recorded a greater decline than the rates paid on interest-bearing liabilities.

As indicated in the three month table above and in the rate/volume analysis below, total interest income on a tax-equivalent basis increased $59,000 due principally to an increase in average balances of both commercial loan products, partially offset by reductions in the yield for the real estate commercial and residential loan products. The yield on most classes of interest earning asset products decreased, with the most significant yield decrease reported in commercial real estate loans and residential real estate loans. For both of these products, yields decreased due to maturing loans and payoffs being replaced with those of lower rates reflecting current market conditions. Average balances of commercial loans reported the largest relative increase while also reporting a nominal increase in yield. The average yield on tax-exempt investment securities continues to be significantly greater than taxable investment securities during the second quarter of 2013, but significantly declined in second quarter year over year yields as management elected to reduce the duration of securities within this portfolio.

Interest expense decreased $164,000 between year over year second quarter periods, as indicated in the above three month table. The primary reason for the decline was lower rates paid on time deposits as higher cost maturing certificates of deposit were replaced with lower cost certificates of deposits at current market rates in addition to increased average balances of brokered deposits at shorter maturities which command lower market rates. Secondly, interest expense on money market deposit accounts declined as the Company was able to gather an increase in average balances of these short term deposit accounts at lower rates and in support of consumers' desire to invest in short term products. Customers are largely opting to replace their higher rate maturing certificates of deposit with either one year certificates of deposit at the current lower market rate or money market deposit accounts at the current low market rate to preserve their liquidity in anticipation of potentially rising future market rates. Lastly, interest expense on borrowings, largely composed of FHLBNY long term advances, declined as higher rate maturing advances were replaced with borrowings at current lower market rates.

Referencing the above six month table and the rate/volume analysis below for the six month period ended June 30, 2013 as compared to the same prior year period, net interest income improved $427,000 driven primarily by the reduction in reduced interest expense from lower rates paid on certificates of deposit, reduced borrowing costs on replaced FHLBNY long term advances, and lower rates paid on money market deposit accounts. In addition, interest income increased due principally to an increase in average balances of commercial real estate and commercial loan products, despite lower yields recorded within each of these loan products. The Company continues to expand its commercial portfolio in our effort to improve diversification within our earning assets.

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Rate/Volume Analysis

Net interest income can also be analyzed in terms of the impact of changing interest rates on interest-earning assets and interest-bearing liabilities and changes in the volume or amount of these assets and liabilities. The following table represents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (change in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) total increase or decrease. Changes attributable to both rate and volume have been allocated ratably.

	Three Months Ended June 30 2013 vs. 2012 Increase/(Decrease) Due to			Six Months Ended June 30 2013 vs. 2012 Increase/(Decrease) Due to		
(In thousands)	Volume	Rate	Total Increase (Decrease)	Volume	Rate	Total Increase (Decrease)
Interest Income:						
Real estate loans residential	$470	$(538)	$(68)	$591	$(671)	$(80)
Real estate loans commercial	612	(537)	75	534	(389)	145
Commercial loans	156	7	163	347	(87)	260
Consumer loans	(35)	4	(31)	(68)	(2)	(70)
Taxable investment securities	(23)	(66)	(89)	(24)	(139)	(163)
Tax-exempt investment securities	92	(83)	9	144	(92)	52
Interest-earning time deposits	-	-	-	-	-	-
Interest-earning deposits	5	(5)	-	6	(5)	1
Total interest income	1,277	(1,218)	59	1,530	(1,385)	145
Interest Expense:						
NOW accounts	19	(19)	-	20	(20)	-
Money management accounts	-	(5)	(5)	-	(9)	(9)
MMDA accounts	-	(22)	(22)	15	(55)	(40)
Savings and club accounts	4	(3)	1	5	(6)	(1)
Time deposits	154	(234)	(80)	156	(315)	(159)
Junior subordinated debentures	-	(3)	(3)	-	(5)	(5)
Borrowings	26	(80)	(54)	94	(162)	(68)
Total interest expense	203	(366)	(163)	290	(572)	(282)
Net change in net interest income	$1,074	$(852)	$222	$1,240	$(813)	$427

Provision for Loan Losses

The provision for loan losses represents management's estimate of the amount necessary to maintain the allowance for loan losses at an adequate level. The Company recorded $276,000 in provision for loan losses for the three-month period ended June 30, 2013, as compared to $150,000 for the three-month period ended June 30, 2012. This increase was due primarily to the specific reserve required from the addition of a large commercial relationship newly categorized as impaired in the first quarter of 2013 and net charge-offs of $98,000 recorded in the second quarter of 2013 as compared to $50,000 in net charge-offs recorded in the same prior year period. An additional reason for the increased provision is the higher level of recent historical loss rates that determined the need for the current level of the allowance. The provision for loan losses for the six month period ended June 30, 2013 was $600,000 as compared to $375,000 for the same prior year period.

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Delinquency trends improved in total across all product segments between December 31, 2012 and June 30, 2013 with the most notable improvements reported within the residential loan and consumer loan portfolios. Within the commercial loan product segment, however, there has been a significant shift to the 90 days and over category for the commercial real estate class and an increase in both the 30-59 days past due and the 60-89 days past due for the other commercial and industrial loan class. Management reviews trends in historical loss rates and environmental factors on a quarterly basis, in addition to assessing the specific allowance needs on impaired loans, and judges the current level of allowance for loan losses to be adequate to absorb the estimable and probable losses inherent in the loan portfolio.

Noninterest Income

The Company's noninterest income is primarily comprised of fees on deposit account balances and transactions, loan servicing, commissions, and net gains (losses) on securities, loans, and foreclosed real estate.

The following table sets forth certain information on noninterest income for the periods indicated:

	Three Months Ended June 30,				Six Months Ended June 30,			
(Dollars In thousands)	2013	2012	Change		2013	2012	Change	
Service charges on deposit accounts	$287	$280	$7	2.5 %	$542	$553	$(11)	-2.0 %
Earnings and gain on bank owned life insurance	52	96	(44)	-45.8 %	112	188	(76)	-40.4 %
Loan servicing fees	38	66	(28)	-42.4 %	82	108	(26)	-24.1 %
Debit card interchange fees	122	106	16	15.1 %	228	203	25	12.3 %
Other charges, commissions and fees	124	137	(13)	-9.5 %	266	273	(7)	-2.6 %
Noninterest income before gains	623	685	(62)	-9.1 %	1,230	1,325	(95)	-7.2 %
Net gains on sales and redemptions of investment securities	60	49	11	22.4 %	99	161	(62)	-38.5 %
Net gains on sales of loans and foreclosed real estate	421	49	372	759.2 %	451	25	426	1704.0 %
Total noninterest income	$1,104	$783	$321	41.0 %	$1,780	$1,511	$269	17.8 %

As indicated above, noninterest income for the second quarter of 2013 increased when compared to the same prior year period due principally to $395,000 in net gains from the sale of residential loans as the company sold a portfolio of 30 year term and lower yielding residential loans in an interest rate risk management initiative to mitigate the risk of our liability-sensitive balance sheet. When comparing the six months ended June 30, 2013 with the same prior year period, the improvement in noninterest income was principally due to the residential loan portfolio sale, offset partially by reduced levels of sales and redemptions of the Company’s available-for-sale investment securities and reduced levels of earnings and gain on bank owned life insurance. The latter was due to the recognition of a death benefit in the second quarter of 2012 from the passing of a former Company director.

Noninterest Expense

The following table sets forth certain information on noninterest expense for the periods indicated:

(Dollars In thousands)	Three Months Ended June 30, 2013	2012	Change		Six Months Ended June 30, 2013	2012	Change	
Salaries and employee benefits	$1,941	$1,869	$72	3.9 %	$3,852	$3,844	$8	0.2 %
Building occupancy	361	346	15	4.3 %	726	729	(3)	-0.4 %
Data processing	343	341	2	0.6 %	711	682	29	4.3 %
Professional and other services	168	146	22	15.1 %	327	298	29	9.7 %
Advertising	128	99	29	29.3 %	244	160	84	52.5 %
FDIC assessments	84	78	6	7.7 %	167	155	12	7.7 %
Audits and exams	63	56	7	12.5 %	123	111	12	10.8 %
Other expenses	513	419	94	22.4 %	955	830	125	15.1 %
Total noninterest expenses	$3,601	$3,354	$247	7.4 %	$7,105	$6,809	$296	4.3 %

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As indicated above, noninterest expense for the year over year second quarter period increased due principally to an increase in salary expenses reflecting normal wage increases and other expenses inclusive of a write-down of a repossessed asset in the amount of $65,000, fraud losses, office supplies and travel and training. Additionally, advertising expenses for the second quarter of 2013 increased over the comparable prior year period due to the Company's initiative to improve its market position and expand core deposits through expanded media exposure and direct mail marketing in the central New York marketplace. When comparing the six month period ended June 30, 2013 with the same prior year period, noninterest expenses increased due principally to advertising expenses and other expenses.

Income Tax Expense

Income tax expense increased by $65,000 for the quarter ended June 30, 2013 as compared to the same period in 2012 primarily due to an increase in pretax income and an increase in the effective tax rate to 27.0% as compared to 25.0% for the same prior year period. The effective tax rate increase principally reflects a smaller proportion of tax-exempt investments as a proportion of our taxable income in the second quarter of 2013 as compared to the second quarter of 2012. The Company has reduced its effective tax rate from the combined federal and state statutory rate of 38.7% primarily through the ownership of tax-exempt investment securities, bank owned life insurance, and other tax saving strategies. For the six months ended June 30, 2013, income tax expense increased by $75,000 over the same prior year period due to an increase in pretax income between these same two time periods and an increase in the effective tax rate to 27.0% as compared to 25.0% for the same prior year period.

Earnings per Share

Basic and diluted earnings per share were $0.33 in the second quarter of 2013 as compared to basic and diluted earnings per share of $0.24 in the second quarter of 2012. This increase was due to net income available to common shareholders being greater in the second quarter of 2013 stemming from the lack of need for SBLF dividend payments through the second quarter of 2013 as positive updated lending information provided to the U.S. Treasury resulted in a credit against the dividend rate for this quarter. Assuming our present lending activity continues, the amount of unused credit presently available would negate the need for any dividend payments in 2013.

Basic and diluted earnings per share for the six month period ended June 30, 2013 were $0.53 as compared to basic and diluted earnings per share of $0.40 for the same prior year period. This increase was principally due to the above mentioned lack of need for SBLF dividend payments in addition to an increase in net income between the comparable six month periods.

Changes in Financial Condition

Assets

Total assets increased to $494.4 million at June 30, 2013, from $477.8 million at December 31, 2012. The increase in total assets was primarily the result of an increase of $10.9 million in investment securities and a $3.9 million increase in gross loans. The increase in investment securities was primarily in U.S. Treasury and Agency securities in addition to residential mortgage-backed securities issued or guaranteed by U.S. Agencies. The growth in gross loans was due to the increase in commercial real estate and commercial and industrial loans as the total commercial loan segment recorded an increase of $12.3 million between these two time periods. Residential loans decreased $7.9 million between these same two time periods, resulting primarily from the sale of $8.8 million in long term and lower yielding residential loans during the second quarter.

Liabilities

Total liabilities increased to $454.2 million at June 30, 2013, from $437.0 million at December 31, 2012. Deposits increased $8.6 million, with over one-half of this increase in the form of demand deposit accounts, as the Company was able to take advantage of competitive changes in the marketplace to improve deposit gathering across all markets. Net borrowings increased $9.9 million through short-term FHLBNY borrowings which increased by $18.9 million as long-term borrowings decreased $9.0 million.

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Capital

Shareholders' equity decreased $604,000 to $40.1 million at June 30, 2013, as compared to December 31, 2012 due principally to the increase in accumulated other comprehensive loss as rising interest rates between the above two time periods caused a decrease in market value of the available-for-sale investment portfolio, after tax. Partially offsetting this reduction was an increase in retained earnings of $1.2 million due to the combination of net income reduced by the dividends payable to common shareholders.

Capital adequacy is evaluated primarily by the use of ratios which measure capital against total assets, as well as against total assets that are weighted based on defined risk characteristics. The Company's goal is to maintain a strong capital position, consistent with the risk profile of its subsidiary banks that supports growth and expansion activities while at the same time exceeding regulatory standards. At June 30, 2013, Pathfinder Bank exceeded all regulatory required minimum capital ratios and met the regulatory definition of a "well-capitalized" institution, i.e. a leverage capital ratio exceeding 5%, a Tier 1 risk-based capital ratio exceeding 6%, and a total risk-based capital ratio exceeding 10%.

The Bank's actual capital amounts and ratios as of the indicated dates are presented in the following table.

	Actual			Minimum For Capital Adequacy Purposes			Minimum To Be "Well-Capitalized" Under Prompt Corrective Provisions		
(Dollars in thousands)	Amount	Ratio		Amount	Ratio		Amount	Ratio	
As of June 30, 2013:									
Total Core Capital (to Risk-Weighted Assets)	$47,371	14.3	%	$26,522	8.0	%	$33,152	10.0	%
Tier 1 Capital (to Risk-Weighted Assets)	$43,002	13.0	%	$13,261	4.0	%	$19,891	6.0	%
Tier 1 Capital (to Assets)	$43,002	8.8	%	$19,504	4.0	%	$24,380	5.0	%
As of December 31, 2012:									
Total Core Capital (to Risk-Weighted Assets)	$45,763	14.2	%	$25,808	8.0	%	$32,259	10.0	%
Tier 1 Capital (to Risk-Weighted Assets)	$41,574	12.9	%	$12,904	4.0	%	$19,356	6.0	%
Tier 1 Capital (to Assets) (1)	$41,574	8.8	%	$18,831	4.0	%	$23,539	5.0	%
As of December 31, 2011:									
Total Core Capital (to Risk-Weighted Assets)	$43,670	14.9	%	$23,386	8.0	%	$29,233	10.0	%
Tier 1 Capital (to Risk-Weighted Assets)	$39,917	13.7	%	$11,693	4.0	%	$17,540	6.0	%
Tier 1 Capital (to Average Assets)	$39,917	9.4	%	$17,041	4.0	%	$21,301	5.0	%

(1) As of June 30, 2012, the Federal Financial Institutions Examination Council changed the computation for the Tier 1 Capital ratio as it applies to the Bank's designation as a savings association. The denominator has changed from using the average assets over the prior three months to the assets on the statement of condition as of the end of the June 30, 2012 and subsequent reporting quarters.

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Loan and Asset Quality and Allowance for Loan Losses

The following table represents information concerning the aggregate amount of non-performing assets at the indicated dates:

(Dollars In thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Nonaccrual loans:			
Commercial real estate and commercial	$3,844	$2,726	$2,182
Consumer	205	776	809
Residential real estate	1,751	2,046	1,344
Total nonaccrual loans	5,800	5,548	4,335
Total nonperforming loans	5,800	5,548	4,335
Foreclosed real estate	429	426	419
Total nonperforming assets	$6,229	$5,974	$4,754
Troubled debt restructurings not included above	$1,965	$1,937	$589
Nonperforming loans to total loans	1.72 %	1.66 %	1.39 %
Nonperforming assets to total assets	1.26 %	1.25 %	1.00 %

Nonperforming assets include nonaccrual loans, troubled debt restructurings ("TDR"), and foreclosed real estate. Loans are considered modified in a TDR when, due to a borrower's financial difficulties, the Company makes a concession(s) to the borrower that it would not otherwise consider. These modifications may include, among others, an extension of the term of the loan, and granting a period when interest-only payments can be made, with the principal payments made over the remaining term of the loan or at maturity. TDRs are included in the above table within the following categories of nonaccrual loans or TDRs not included above (the latter also known as accruing TDRs).

As indicated in the above table, total non-performing loans increased modestly at June 30, 2013, when compared to December 31, 2012. While significant improvement was recorded in the consumer and residential loan segments through reductions in nonperforming loans in these two product segments, this was more than offset by the increase in the commercial real estate and commercial loan segments from the addition of one large commercial relationship to nonperforming status. This event contributed to the additional provision for loan losses required in the first half of 2013. Management continues to monitor and react to national and local economic trends as well as general portfolio conditions, which may impact the quality of the portfolio. Management believes that the current level of the allowance for loan losses, at $4.9 million, adequately addresses the current level of risk within the loan portfolio.

Foreclosed real estate ("FRE") balances increased to $429,000 at June 30, 2013, from $426,000 at December 31, 2012 as the Company successfully reduced FRE properties from eight to six, in addition to writing down an existing property as new fair value information became available. Of the existing inventory of properties, two are commercial properties and the remaining four are 1-4 family residential properties. Additionally, the Company is carrying a repossessed boat in other assets, which was written down by $65,000 in the second quarter, and is carried at $170,000 at June 30, 2013 as compared to $235,000 at December 31, 2012. The repossessed boat was subsequently sold in the third quarter of 2013 for $170,000.

The Company generally places a loan on nonaccrual status and ceases accruing interest when loan payment performance is deemed unsatisfactory and the loan is past due 90 days or more. There are no loans that are past due

90 days or more and still accruing interest. The Company considers a loan impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan.

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The measurement of impaired loans is generally based upon the fair value of the collateral, with a portion of the impaired loans measured based upon the present value of future cash flows discounted at the historical effective interest rate. The Company used the fair value of collateral to measure impairment on commercial loans and commercial real estate loans. At June 30, 2013 and December 31, 2012, the Company had $6.2 million and $6.7 million in loans, which were deemed to be impaired, having established specific reserves of $943,000 and $923,000, respectively on these loans. Between these two time periods, the composition of impaired loans changed significantly as the decrease in the proportion of residential loans was partially offset by an increase in the proportion of commercial real estate loans.

Management has identified potential problem loans totaling $11.4 million as of June 30, 2013, compared to $11.7 million as of December 31, 2012. These loans have been internally classified as special mention or substandard, yet are not currently considered impaired or in non-accrual status. Management has identified potential credit problems which may result in the borrowers not being able to comply with the current loan repayment terms and which may result in it being included in future impaired loan reporting. Management judges the current level of allowance for loan losses to be adequate to cover probable credit losses in the current loan portfolio. As a result, the ratio of the allowance to loan and lease losses to period-end loans at June 30, 2013 was 1.44% as compared to 1.35% at December 31, 2012. The increase reflects the recent historical charge-off experience, the allowance for impaired loans, and the modest increase in gross loans reported in the first half of 2013.

Appraisals are obtained at the time a real estate secured loan is originated. For commercial real estate held as collateral, the property is inspected every two years. When evaluating our ability to collect from secondary sources, appraised values are adjusted to reflect the age of appraisal, the condition of the property, the current local real estate market, and cost to sell. Properties are re-appraised when our evaluation of the current property condition and the local real estate market suggests values may not be accurate.

In the normal course of business, Pathfinder Bank has sold residential mortgage loans and participation interests in commercial loans. As is typical in the industry, Pathfinder Bank makes certain representations and warranties to the buyer. Pathfinder Bank maintains a quality control program for closed loans and considers the risks and uncertainties associated with potential repurchase requirements to be minimal.

Liquidity

Liquidity management involves the Company’s ability to generate cash or otherwise obtain funds at reasonable rates to support asset growth, meet deposit withdrawals, maintain reserve requirements, and otherwise operate the Company on an ongoing basis. The Company's primary sources of funds are deposits, borrowed funds, amortization and prepayment of loans and maturities of investment securities and other short-term investments, and earnings and funds provided from operations. While scheduled principal repayments on loans are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. The Company manages the pricing of deposits to maintain a desired deposit composition and balance. In addition, the Company invests excess funds in short-term interest-earning and other assets, which provide liquidity to meet lending requirements.

The Company's liquidity has been enhanced by its ability to borrow from the Federal Home Loan Bank of New York, whose competitive advance programs and lines of credit provide the Company with a safe, reliable, and convenient source of funds. A significant decrease in deposits in the future could result in the Company having to seek other sources of funds for liquidity purposes. Such sources could include, but are not limited to, additional borrowings, brokered deposits, negotiated time deposits, the sale of "available-for-sale" investment securities, the sale of securitized loans, or the sale of whole loans. Such actions could result in higher interest expense costs and/or losses on the sale of securities or loans.

Through the first half of 2013, as indicated in the Consolidated Statement of Cash Flows, the Company reported net cash flows from financing activities of $18.1 million generated by increased balances of demand, savings and money market deposit accounts. This was invested in available-for-sale investment securities of $14.6 million, net, and loan generation of $4.3 million. As a recurring source of liquidity, the Company's investment securities provided $13.5 million in proceeds from maturities and principal reductions through the first half of 2013. Net cash provided by operating activities for this same period was $2.6 million.

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The Company has a number of existing credit facilities available to it. At June 30, 2013, total credit available to the Company under the existing lines of credit is approximately $152.7 million. At June 30, 2013, the Company has $42.1 million outstanding on its existing lines of credit with $110.6 million available.

The Asset Liability Management Committee of the Company is responsible for implementing the policies and guidelines for the maintenance of prudent levels of liquidity. As of June 30, 2013, management reported to the Board of Directors that the Company is in compliance with its liquidity policy guidelines.

Item 3 - Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information relating to this item.

Item 4 - Controls and Procedures

Under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. There has been no change in the Company's internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonable likely to materially affect, the Company's internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

The Company is not currently a named party in a legal proceeding, the outcome of which would have a material and adverse effect on the financial condition or results of operations of the Company.

Item 1A – Risk Factors

A smaller reporting company is not required to provide the information relating to this item.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3 - Defaults Upon Senior Securities

None

Item 4 – Mine Safety Disclosures

Not applicable

Item 5 - Other Information

None

Item 6 - Exhibits

Exhibit No.	Description
31.1	Rule 13a-14(a) / 15d-14(a) Certification of the Chief Executive Officer
31.2	Rule 13a-14(a) / 15d-14(a) Certification of the Chief Financial Officer
32.1	Section 1350 Certification of the Chief Executive Officer and Chief Financial Officer

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SIGNATURES

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

PATHFINDER BANCORP, INC.

August 13, 2013 /s/ Thomas W. Schneider
Thomas W. Schneider
President and Chief Executive Officer

August 13, 2013 /s/ James A. Dowd
James A. Dowd
Senior Vice President and Chief Financial Officer