AUBURN NATIONAL BANCORPORATION, INC
Form 10-Q
April 29, 2016
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the quarterly period ended March 31, 2016

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period __________ to __________

Commission File Number: 0-26486

Auburn National Bancorporation, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**63-0885779**
(State or other jurisdiction of	(I.R.S. Employer

incorporation or organization) Identification No.)

100 N. Gay Street

Auburn, Alabama 36830

(334) 821-9200

(Address and telephone number of principal executive offices)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No ¨

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

Large Accelerated filer ¨	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company x

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding at April 28, 2016
Common Stock, $0.01 par value per share	3,643,503 shares

Table of Contents

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

INDEX

Table of Contents

PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

(Unaudited)

(Dollars in thousands, except share data)	March 31, 2016	December 31, 2015
Assets:		
Cash and due from banks	$ 18,009	$ 9,806
Federal funds sold	45,071	57,395
Interest bearing bank deposits	69,907	46,729
Cash and cash equivalents	132,987	113,930
Securities available-for-sale	234,109	241,687
Loans held for sale	2,326	1,540
Loans, net of unearned income	431,763	426,410
Allowance for loan losses	(4,774)	(4,289)
Loans, net	426,989	422,121
Premises and equipment, net	11,771	11,866
Bank-owned life insurance	17,545	17,433
Other real estate owned	397	252
Other assets	7,204	8,360
Total assets	$ 833,328	$ 817,189
Liabilities:		
Deposits:		
Noninterest-bearing	$ 172,643	$ 156,817
Interest-bearing	564,718	566,810
Total deposits	737,361	723,627
Federal funds purchased and securities sold under agreements to repurchase	2,488	2,951
Long-term debt	7,217	7,217
Accrued expenses and other liabilities	3,375	3,445
Total liabilities	750,441	737,240

Stockholders equity:				
Preferred stock of $.01 par value; authorized 200,000 shares; no issued shares				
Common stock of $.01 par value; authorized 8,500,000 shares; issued 3,957,135 shares		39		39
Additional paid-in capital		3,767		3,766
Retained earnings		82,216		80,845
Accumulated other comprehensive income, net		3,503		1,937
Less treasury stock, at cost - 313,632 shares and 313,657 shares at March 31, 2016 and December 31, 2015, respectively		(6,638)		(6,638)
Total stockholders equity		82,887		79,949
Total liabilities and stockholders equity	$	833,328	$	817,189

See accompanying notes to consolidated financial statements

3

Table of Contents

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Earnings

(Unaudited)

(Dollars in thousands, except share and per share data)	Quarter ended March 31, 2016	2015
Interest income:		
Loans, including fees	$ 5,096	$ 5,006
Securities		
Taxable	898	1,040
Tax-exempt	625	651
Federal funds sold and interest bearing bank deposits	126	39
Total interest income	6,745	6,736
Interest expense:		
Deposits	981	1,102
Short-term borrowings	4	6
Long-term debt	63	105
Total interest expense	1,048	1,213
Net interest income	5,697	5,523
Provision for loan losses	(600)	
Net interest income after provision for loan losses	6,297	5,523
Noninterest income:		
Service charges on deposit accounts	198	206
Mortgage lending	179	334
Bank-owned life insurance	112	401
Other	345	377
Securities gains, net:		
Realized gains, net		3
Total securities gains, net		3
Total noninterest income	834	1,321
Noninterest expense:		
Salaries and benefits	2,405	2,268
Net occupancy and equipment	360	358

Professional fees		211		201
FDIC and other regulatory assessments		122		125
Other real estate owned, net		20		17
Prepayment penalties on long-term debt				362
Other		991		983
Total noninterest expense		4,109		4,314
Earnings before income taxes		3,022		2,530
Income tax expense		831		668
Net earnings	$	2,191	$	1,862
Net earnings per share:				
Basic and diluted	$	0.60	$	0.51
Weighted average shares outstanding:				
Basic and diluted		3,643,484		3,643,365

See accompanying notes to consolidated financial statements

4

Table of Contents

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

(Unaudited)

	Quarter ended March 31,	
(Dollars in thousands)	**2016**	**2015**
Net earnings	$ 2,191	$ 1,862
Other comprehensive income, net of tax:		
Unrealized net holding gain on securities	1,566	686
Reclassification adjustment for net gain on securities recognized in net earnings		(2)
Other comprehensive income	1,566	684
Comprehensive income	$ 3,757	$ 2,546

See accompanying notes to consolidated financial statements

5

Table of Contents

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders Equity

(Unaudited)

(Dollars in thousands, except share data)	**Common Stock Shares**	**Common Stock Amount**	**Additional paid-in capital**	**Retained earnings**	**Accumulated other comprehensive income**	**Treasury stock**	**Total**
Balance, December 31, 2014	3,957,135	$ 39	$ 3,763	$ 76,193	$ 2,443	$ (6,639)	$ 75,799
Net earnings				1,862			1,862
Other comprehensive income					684		684
Cash dividends paid ($0.22 per share)				(802)			(802)
Sale of treasury stock (50 shares)			1				1
Balance, March 31, 2015	3,957,135	$ 39	$ 3,764	$ 77,253	$ 3,127	$ (6,639)	$ 77,544
Balance, December 31, 2015	3,957,135	$ 39	$ 3,766	$ 80,845	$ 1,937	$ (6,638)	$ 79,949
Net earnings				2,191			2,191
Other comprehensive income					1,566		1,566
Cash dividends paid ($0.225 per share)				(820)			(820)
Sale of treasury stock (25 shares)			1				1
Balance, March 31, 2016	3,957,135	$ 39	$ 3,767	$ 82,216	$ 3,503	$ (6,638)	$ 82,887

See accompanying notes to consolidated financial statements

Table of Contents

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)	Quarter Ended March 31, 2016	2015
Cash flows from operating activities:		
Net earnings	$ 2,191	$ 1,862
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Provision for loan losses	(600)	
Depreciation and amortization	248	242
Premium amortization and discount accretion, net	335	385
Net gain on securities available-for-sale		(3)
Net gain on sale of loans held for sale	(97)	(258)
Increase in MSR valuation allowance		10
Net loss on other real estate owned	5	5
Loss on prepayment of long-term debt		362
Loans originated for sale	(7,671)	(19,148)
Proceeds from sale of loans	6,925	17,720
Increase in cash surrender value of bank-owned life insurance	(112)	(125)
Income recognized from death benefit on bank-owned life insurance		(276)
Net decrease in other assets	176	365
Net increase in accrued expenses and other liabilities	(69)	(365)
Net cash provided by operating activities	1,331	776
Cash flows from investing activities:		
Proceeds from maturities of securities available-for-sale	10,848	7,760
Purchase of securities available-for-sale	(1,123)	(1,596)
(Increase) decrease in loans, net	(4,468)	6,227
Net purchases of premises and equipment	(7)	(230)
Proceeds from bank-owned life insurance death benefit		662
(Increase) decrease in FHLB stock	(25)	191
Proceeds from sale of other real estate owned	50	30
Net cash provided by investing activities	5,275	13,044
Cash flows from financing activities:		
Net increase in noninterest-bearing deposits	15,826	11,416

Net decrease in interest-bearing deposits		(2,092)		(6,470)
Net decrease in federal funds purchased and securities sold under agreements to repurchase		(463)		(332)
Repayments or retirement of long-term debt				(5,362)
Dividends paid		(820)		(802)
Net cash provided by (used in) financing activities		12,451		(1,550)
Net change in cash and cash equivalents		19,057		12,270
Cash and cash equivalents at beginning of period		113,930		83,503
Cash and cash equivalents at end of period	$	132,987	$	95,773
Supplemental disclosures of cash flow information:				
Cash paid during the period for:				
Interest	$	1,097	$	1,360
Income taxes		403		391
Supplemental disclosure of non-cash transactions:				
Real estate acquired through foreclosure		200		

See accompanying notes to consolidated financial statements

7

Table of Contents

AUBURN NATIONAL BANCORPORATION, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(Unaudited)

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

Auburn National Bancorporation, Inc. (the Company) provides a full range of banking services to individual and corporate customers in Lee County, Alabama and surrounding counties through its wholly owned subsidiary, AuburnBank (the Bank). The Company does not have any segments other than banking that are considered material.

Basis of Presentation and Use of Estimates

The unaudited consolidated financial statements in this report have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information. Accordingly, these financial statements do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited consolidated financial statements include, in the opinion of management, all adjustments necessary to present a fair statement of the financial position and the results of operations for all periods presented. All such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results of operations that the Company and its subsidiaries may achieve for future interim periods or the entire year. For further information, refer to the consolidated financial statements and footnotes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2015.

The unaudited consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Auburn National Bancorporation Capital Trust I is an affiliate of the Company and was included in these unaudited consolidated financial statements pursuant to the equity method of accounting. Significant intercompany transactions and accounts are eliminated in consolidation.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term include other-than-temporary impairment on investment securities, the determination of the allowance for loan losses, fair value of financial instruments, and the valuation of deferred tax assets and other real estate owned.

Subsequent Events

The Company has evaluated the effects of events and transactions through the date of this filing that have occurred subsequent to March 31, 2016. The Company does not believe there were any material subsequent events during this period that would have required further recognition or disclosure in the unaudited consolidated financial statements included in this report.

Accounting Developments

In the first quarter of 2016, the Company adopted new guidance related to the following Accounting Standards Updates (Updates or ASUs):

ASU 2015-02, *Amendments to the Consolidation Analysis*;

ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs;* and

ASU 2015-05, *Customer s Accounting for Fees Paid in a Cloud Computing Arrangement*.

8

Table of Contents

Information about these pronouncements is described in more detail below.

ASU 2015-02, *Amendments to the Consolidation Analysis,* affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments: (1) Modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities; (2) Eliminate the presumption that a general partner should consolidate a limited partnership; (3) Affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (4) Provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. Adoption of this ASU did not have a material impact on the Company s consolidated financial statements.

ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs,* requires that debt issuance costs related to a recognized debt liability be presented on the balance sheet as a direct deduction from the debt liability, rather than as an asset. Adoption of this ASU did not have a material impact on the Company s consolidated financial statements.

ASU 2015-05, *Customer s Accounting for Fees Paid in a Cloud Computing Arrangement*, provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer s accounting for service contracts. Adoption of this ASU did not have a material impact on the Company s consolidated financial statements.

NOTE 2: BASIC AND DILUTED NET EARNINGS PER SHARE

Basic net earnings per share is computed by dividing net earnings by the weighted average common shares outstanding for the quarters ended March 31, 2016 and 2015, respectively. Diluted net earnings per share reflect the potential dilution that could occur upon exercise of securities or other rights for, or convertible into, shares of the Company s common stock. At March 31, 2016 and 2015, respectively, the Company had no such securities or rights issued or outstanding, and therefore, no dilutive effect to consider for the diluted net earnings per share calculation.

The basic and diluted net earnings per share computations for the respective periods are presented below.

	Quarter ended March 31,	
(Dollars in thousands, except share and per share data)	**2016**	**2015**
Basic and diluted:		
Net earnings	$ 2,191	$ 1,862
Weighted average common shares outstanding	3,643,484	3,643,365
Net earnings per share	$ 0.60	$ 0.51

NOTE 3: VARIABLE INTEREST ENTITIES

Generally, a variable interest entity (VIE) is a corporation, partnership, trust, or other legal structure that does not have equity investors with substantive or proportional voting rights or has equity investors that do not provide sufficient financial resources for the entity to support its activities.

At March 31, 2016, the Company did not have any consolidated VIEs to disclose but did have one nonconsolidated VIE, discussed below.

Trust Preferred Securities

The Company owns the common stock of a subsidiary business trust, Auburn National Bancorporation Capital Trust I, which issued mandatorily redeemable preferred capital securities (trust preferred securities) in the aggregate of approximately $7.0 million at the time of issuance. This trust meets the definition of a VIE of which the Company is not the primary beneficiary; the trust s only assets are junior subordinated debentures issued by the Company, which were acquired by the trust using the proceeds from the issuance of the trust preferred securities and common stock. The junior subordinated debentures of approximately $7.2 million are included in long-term debt and the Company s equity interest of $0.2 million in the business trust is included in other assets. Interest expense on the junior subordinated debentures is included in interest expense on long-term debt.

Table of Contents

The following table summarizes VIEs that are not consolidated by the Company as of March 31, 2016.

(Dollars in thousands)	Maximum Loss Exposure	Liability Recognized	Classification
Type:			
Trust preferred issuances	N/A	$7,217	Long-term debt

NOTE 4: SECURITIES

At March 31, 2016 and December 31, 2015, respectively, all securities within the scope of Accounting Standards Codification (ASC) 320, *Investments Debt and Equity Securities,* were classified as available-for-sale. The fair value and amortized cost for securities available-for-sale by contractual maturity at March 31, 2016 and December 31, 2015, respectively, are presented below.

(Dollars in thousands)	1 year or less	1 to 5 years	5 to 10 years	After 10 years	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost
March 31, 2016								
Agency obligations (a)	$ 5,001	26,208	19,670	5,001	55,880	826		$ 55,054
Agency RMBS (a)		1,450	21,408	84,806	107,664	1,644	69	106,089
State and political subdivisions		1,874	11,777	56,913	70,564	3,155	5	67,414
Total available-for-sale	$ 5,001	29,532	52,855	146,720	234,108	5,625	74	$ 228,557
December 31, 2015								
Agency obligations (a)	$ 5,000	25,852	19,463	9,770	60,085	384	518	$ 60,219
Agency RMBS (a)		1,623	13,511	95,820	110,954	968	780	110,766
State and political subdivisions		497	12,094	58,057	70,648	3,022	7	67,633
Total available-for-sale	$ 5,000	27,972	45,068	163,647	241,687	4,374	1,305	$ 238,618

(a) Includes securities issued by U.S. government agencies or government sponsored entities.

Securities with aggregate fair values of $164.4 million and $133.3 million at March 31, 2016 and December 31, 2015, respectively, were pledged to secure public deposits, securities sold under agreements to repurchase, Federal Home Loan Bank (FHLB) advances, and for other purposes required or permitted by law.

Included in other assets are cost-method investments. The carrying amounts of cost-method investments were $1.4 million at March 31, 2016 and December 31, 2015, respectively. Cost-method investments primarily include non-marketable equity investments, such as FHLB of Atlanta stock and Federal Reserve Bank (FRB) stock.

Gross Unrealized Losses and Fair Value

The fair values and gross unrealized losses on securities at March 31, 2016 and December 31, 2015, respectively, segregated by those securities that have been in an unrealized loss position for less than 12 months and 12 months or longer, are presented below.

	Less than 12 Months		12 Months or Longer		Total	
(Dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2016:						
Agency RMBS	$ 8,655	30	12,252	39	$ 20,907	69
State and political subdivisions	550	5			550	5
Total	$ 9,205	35	12,252	39	$ 21,457	74
December 31, 2015:						
Agency obligations	$ 8,157	2	24,444	516	$ 32,601	518
Agency RMBS	42,345	367	18,184	413	60,529	780
State and political subdivisions	267	1	969	6	1,236	7
Total	$ 50,769	370	43,597	935	$ 94,366	1,305

For the securities in the previous table, the Company does not have the intent to sell and has determined it is not more likely than not that the Company will be required to sell the security before recovery of the amortized cost basis, which may be maturity. On a quarterly basis, the Company assesses each security for credit impairment. For debt securities, the Company evaluates, where necessary, whether credit impairment exists by comparing the present value of the expected cash flows to the securities amortized cost basis. For cost-method investments, the Company evaluates whether an event or change in circumstances has occurred during the reporting period that may have a significant adverse effect on the fair value of the investment.

In determining whether a loss is temporary, the Company considers all relevant information including:

- the length of time and the extent to which the fair value has been less than the amortized cost basis;
- adverse conditions specifically related to the security, an industry, or a geographic area (for example, changes in the financial condition of the issuer of the security, or in the case of an asset-backed debt security, in the financial condition of the underlying loan obligors, including changes in technology or the discontinuance of a segment of the business that may affect the future earnings potential of the issuer or underlying loan obligors of the security or changes in the quality of the credit enhancement);
- the historical and implied volatility of the fair value of the security;
- the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future;
- failure of the issuer of the security to make scheduled interest or principal payments;
- any changes to the rating of the security by a rating agency; and
- recoveries or additional declines in fair value subsequent to the balance sheet date.

Agency RMBS

The unrealized losses associated with agency residential mortgage-backed securities (RMBS) were primarily driven by changes in interest rates and not due to the credit quality of the securities. These securities were issued by U.S. government agencies or government-sponsored entities and did not have any credit losses given the explicit government guarantee or other government support.

Securities of U.S. states and political subdivisions

The unrealized losses associated with securities of U.S. states and political subdivisions were primarily driven by changes in interest rates and were not due to the credit quality of the securities. Some of these securities are guaranteed by a bond insurer, but management did not rely on the guarantee in making its investment decision. These securities will continue to be monitored as part of the Company s quarterly impairment analysis, but are expected to perform even if the rating agencies reduce the credit rating of the bond insurers. As a result, the Company expects to recover the entire amortized cost basis of these securities.

Cost-method investments

At March 31, 2016, cost-method investments with an aggregate cost of $1.4 million were not evaluated for impairment because the Company did not identify any events or changes in circumstances that may have a significant adverse effect on the fair value of these cost-method investments.

The carrying values of the Company s investment securities could decline in the future if the financial condition of an issuer deteriorates and the Company determines it is probable that it will not recover the entire amortized cost basis for the security. As a result, there is a risk that other-than-temporary impairment charges may occur in the future.

Other-Than-Temporarily Impaired Securities

Credit-impaired debt securities are debt securities where the Company has written down the amortized cost basis of a security for other-than-temporary impairment and the credit component of the loss is recognized in earnings. At March 31, 2016 and December 31, 2015, the Company had no credit-impaired debt securities and there were no additions or reductions in the credit loss component of credit-impaired debt securities during the quarters ended March 31, 2016 and 2015, respectively.

Realized Gains and Losses

The following table presents the gross realized gains and losses on sales of securities.

	Quarter ended March 31,	
(Dollars in thousands)	**2016**	**2015**
Gross realized gains	$	$ 3
Realized gains, net	$	$ 3

NOTE 5: LOANS AND ALLOWANCE FOR LOAN LOSSES

(In thousands)	**March 31, 2016**	**December 31, 2015**
Commercial and industrial	$ 50,192	$ 52,479
Construction and land development	45,953	43,694
Commercial real estate:		
Owner occupied	47,010	46,602
Other	162,310	157,251
Total commercial real estate	209,320	203,853
Residential real estate:		
Consumer mortgage	70,443	70,009
Investment property	46,603	46,664
Total residential real estate	117,046	116,673
Consumer installment	9,769	10,220
Total loans	432,280	426,919
Less: unearned income	(517)	(509)
Loans, net of unearned income	$ 431,763	$ 426,410

Loans secured by real estate were approximately 86.1% of the Company s total loan portfolio at March 31, 2016. At March 31, 2016, the Company s geographic loan distribution was concentrated primarily in Lee County, Alabama, and surrounding areas.

In accordance with ASC 310, a portfolio segment is defined as the level at which an entity develops and documents a systematic method for determining its allowance for loan losses. As part of the Company s quarterly assessment of the allowance, the loan portfolio is disaggregated into the following portfolio segments: commercial and industrial, construction and land development, commercial real estate, residential real estate, and consumer installment. Where appropriate, the Company s loan portfolio segments are further disaggregated into classes. A class is generally determined based on the initial measurement attribute, risk characteristics of the loan, and an entity s method for monitoring and determining credit risk.

The following describe the risk characteristics relevant to each of the portfolio segments and classes.

Commercial and industrial (C&I) includes loans to finance business operations, equipment purchases, or other needs for small and medium-sized commercial customers. Also included in this category are loans to finance agricultural production. Generally, the primary source of repayment is the cash flow from business operations and activities of the borrower.

Construction and land development (C&D) includes both loans and credit lines for the purpose of purchasing, carrying, and developing land into commercial developments or residential subdivisions. Also included are loans and credit lines for construction of residential, multi-family, and commercial buildings. Generally, the primary source of repayment is dependent upon the sale or refinance of the real estate collateral.

Table of Contents

Commercial real estate (CRE) includes loans disaggregated into two classes: (1) owner occupied and (2) other.

Owner occupied includes loans secured by business facilities to finance business operations, equipment and owner-occupied facilities primarily for small and medium-sized commercial customers. Generally, the primary source of repayment is the cash flow from business operations and activities of the borrower, who owns the property.

Other primarily includes loans to finance income-producing commercial and multi-family properties that are not owner occupied. Loans in this class include loans for neighborhood retail centers, hotels, medical and professional offices, single retail stores, industrial buildings, warehouses, and apartments leased to local businesses and residents. Generally, the primary source of repayment is dependent upon income generated from the real estate collateral. The underwriting of these loans takes into consideration the occupancy and rental rates, as well as the financial health of the borrower.

Residential real estate (RRE) includes loans disaggregated into two classes: (1) consumer mortgage and (2) investment property.

Consumer mortgage primarily includes first or second lien mortgages and home equity lines of credit to consumers that are secured by a primary residence or second home. These loans are underwritten in accordance with the Bank s general loan policies and procedures which require, among other things, proper documentation of each borrower s financial condition, satisfactory credit history, and property value.

Investment property primarily includes loans to finance income-producing 1-4 family residential properties. Generally, the primary source of repayment is dependent upon income generated from leasing the property securing the loan. The underwriting of these loans takes into consideration the rental rates and property value, as well as the financial health of the borrower.

Consumer installment includes loans to individuals both secured by personal property and unsecured. Loans include personal lines of credit, automobile loans, and other retail loans. These loans are underwritten in accordance with the Bank s general loan policies and procedures which require, among other things, proper documentation of each borrower s financial condition, satisfactory credit history, and, if applicable, property value.

The following is a summary of current, accruing past due, and nonaccrual loans by portfolio segment and class as of March 31, 2016 and December 31, 2015.

(In thousands)	Current	Accruing 30-89 Days Past Due	Accruing Greater than 90 days	Total Accruing Loans	Non-Accrual	Total Loans
March 31, 2016:						
Commercial and industrial	$ 50,136	14		50,150	42	$ 50,192
Construction and land development	45,758	129		45,887	66	45,953
Commercial real estate:						
Owner occupied	47,010			47,010		47,010
Other	160,576			160,576	1,734	162,310

Total commercial real estate	207,586		207,586	1,734	209,320
Residential real estate:					
Consumer mortgage	69,772	575	70,347	96	70,443
Investment property	46,555	48	46,603		46,603
Total residential real estate	116,327	623	116,950	96	117,046
Consumer installment	9,741	28	9,769		9,769
Total	$ 429,548	794	430,342	1,938	$ 432,280
December 31, 2015:					
Commercial and industrial	$ 52,387	49	52,436	43	$ 52,479
Construction and land development	43,111		43,111	583	43,694
Commercial real estate:					
Owner occupied	46,372		46,372	230	46,602
Other	155,731		155,731	1,520	157,251
Total commercial real estate	202,103		202,103	1,750	203,853
Residential real estate:					
Consumer mortgage	68,579	1,105	69,684	325	70,009
Investment property	46,435	229	46,664		46,664
Total residential real estate	115,014	1,334	116,348	325	116,673
Consumer installment	10,179	28	10,207	13	10,220
Total	$ 422,794	1,411	424,205	2,714	$ 426,919

Table of Contents

Allowance for Loan Losses

The Company assesses the adequacy of its allowance for loan losses prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolio, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect a borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan loss rates, and other pertinent factors, including regulatory recommendations. This evaluation is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Loans are charged off, in whole or in part, when management believes that the full collectability of the loan is unlikely. A loan may be partially charged-off after a confirming event has occurred, which serves to validate that full repayment pursuant to the terms of the loan is unlikely.

The Company deems loans impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Collection of all amounts due according to the contractual terms means that both the interest and principal payments of a loan will be collected as scheduled in the loan agreement.

An impairment allowance is recognized if the fair value of the loan is less than the recorded investment in the loan. The impairment is recognized through the allowance. Loans that are impaired are recorded at the present value of expected future cash flows discounted at the loan s effective interest rate, or if the loan is collateral dependent, the impairment measurement is based on the fair value of the collateral, less estimated disposal costs.

The level of allowance maintained is believed by management to be adequate to absorb probable losses inherent in the portfolio at the balance sheet date. The allowance is increased by provisions charged to expense and decreased by charge-offs, net of recoveries of amounts previously charged-off.

In assessing the adequacy of the allowance, the Company also considers the results of its ongoing internal and independent loan review processes. The Company s loan review process assists in determining whether there are loans in the portfolio whose credit quality has weakened over time and evaluating the risk characteristics of the entire loan portfolio. The Company s loan review process includes the judgment of management, the input from our independent loan reviewers, and reviews that may have been conducted by bank regulatory agencies as part of their examination process. The Company incorporates loan review results in the determination of whether or not it is probable that it will be able to collect all amounts due according to the contractual terms of a loan.

As part of the Company s quarterly assessment of the allowance, management divides the loan portfolio into five segments: commercial and industrial, construction and land development, commercial real estate, residential real estate, and consumer installment. The Company analyzes each segment and estimates an allowance allocation for each loan segment.

Table of Contents

The allocation of the allowance for loan losses begins with a process of estimating the probable losses inherent for each loan segment. The estimates for these loans are established by category and based on the Company s internal system of credit risk ratings and historical loss data. The Company calculates average losses for all loan segments using a rolling 20 quarter historical period. The estimated loan loss allocation rate for the Company s internal system of credit risk grades is based on its experience with similarly graded loans. For loan segments where the Company believes it does not have sufficient historical loss data, the Company may make adjustments based, in part, on loss rates of peer bank groups. At March 31, 2016 and December 31, 2015, and for the periods then ended, the Company adjusted its historical loss rates for the commercial real estate portfolio segment based, in part, on loss rates of peer bank groups.

The estimated loan loss allocation for all five loan portfolio segments is then adjusted for management s estimate of probable losses for several qualitative and environmental factors. The allocation for qualitative and environmental factors is particularly subjective and does not lend itself to exact mathematical calculation. This amount represents estimated probable inherent credit losses which exist, but have not yet been identified, as of the balance sheet date, and are based upon quarterly trend assessments in delinquent and nonaccrual loans, credit concentration changes, prevailing economic conditions, changes in lending personnel experience, changes in lending policies or procedures, and other influencing factors. These qualitative and environmental factors are considered for each of the five loan segments and the allowance allocation, as determined by the processes noted above, is increased or decreased based on the incremental assessment of these factors.

The following table details the changes in the allowance for loan losses by portfolio segment for the respective periods.

						March 31, 2016
(In thousands)	**Commercial and industrial**	**Construction and land development**	**Commercial real estate**	**Residential real estate**	**Consumer installment**	**Total**
Quarter ended:						
Beginning balance	$ 523	669	1,879	1,059	159	$ 4,289
Charge-offs				(118)	(26)	(144)
Recoveries	20	1,198		7	4	1,229
Net recoveries (charge-offs)	20	1,198		(111)	(22)	1,085
Provision for loan losses	(26)	(1,172)	524	78	(4)	(600)
Ending balance	$ 517	695	2,403	1,026	133	$ 4,774

						March 31, 2015
(In thousands)	**Commercial and industrial**	**Construction and land development**	**Commercial real estate**	**Residential real estate**	**Consumer installment**	**Total**
Quarter ended:						

Beginning balance	$ 639	974	1,928	1,119	176	$ 4,836
Charge-offs	(58)			(60)	(17)	(135)
Recoveries	1	5		14	1	21
Net (charge-offs) recoveries	(57)	5		(46)	(16)	(114)
Provision for loan losses	62	(149)	(40)	80	47	
Ending balance	$ 644	830	1,888	1,153	207	$ 4,722

Table of Contents

The following table presents an analysis of the allowance for loan losses and recorded investment in loans by portfolio segment and impairment methodology as of March 31, 2016 and 2015.

	Collectively evaluated (1)		Individually evaluated (2)		Total	
(In thousands)	Allowance for loan losses	Recorded investment in loans	Allowance for loan losses	Recorded investment in loans	Allowance for loan losses	Recorded investment in loans
March 31, 2016:						
Commercial and industrial	$ 517	50,152		40	517	50,192
Construction and land development	694	45,888		66	695	45,953
Commercial real estate	2,055	206,571	349	2,748	2,403	209,320
Residential real estate	1,026	117,046			1,026	117,046
Consumer installment	133	9,769			133	9,769
Total	$ 4,425	429,426	349	2,854	4,774	432,280
March 31, 2015:						
Commercial and industrial	$ 644	52,475		61	644	52,536
Construction and land development	830	37,307		618	830	37,925
Commercial real estate	1,704	181,192	184	1,679	1,888	182,871
Residential real estate	1,153	110,356		909	1,153	111,265
Consumer installment	207	12,478			207	12,478
Total	$ 4,538	393,808	184	3,267	4,722	397,075

(1) Represents loans collectively evaluated for impairment in accordance with ASC 450-20, *Loss Contingencies* (formerly FAS 5), and pursuant to amendments by ASU 2010-20 regarding allowance for non-impaired loans.
(2) Represents loans individually evaluated for impairment in accordance with ASC 310-30, *Receivables* (formerly FAS 114), and pursuant to amendments by ASU 2010-20 regarding allowance for impaired loans.

16

Table of Contents

Credit Quality Indicators

The credit quality of the loan portfolio is summarized no less frequently than quarterly using categories similar to the standard asset classification system used by the federal banking agencies. The following table presents credit quality indicators for the loan portfolio segments and classes. These categories are utilized to develop the associated allowance for loan losses using historical losses adjusted for qualitative and environmental factors and are defined as follows:

Pass loans which are well protected by the current net worth and paying capacity of the obligor (or guarantors, if any) or by the fair value, less cost to acquire and sell, of any underlying collateral.

Special Mention loans with potential weakness that may, if not reversed or corrected, weaken the credit or inadequately protect the Company s position at some future date. These loans are not adversely classified and do not expose an institution to sufficient risk to warrant an adverse classification.

Substandard Accruing loans that exhibit a well-defined weakness which presently jeopardizes debt repayment, even though they are currently performing. These loans are characterized by the distinct possibility that the Company may incur a loss in the future if these weaknesses are not corrected

Nonaccrual includes loans where management has determined that full payment of principal and interest is not expected.

(In thousands)	Pass	Special Mention	Substandard Accruing	Nonaccrual	Total loans
March 31, 2016:					
Commercial and industrial	$ 46,055	3,786	309	42	$ 50,192
Construction and land development	45,356	54	477	66	45,953
Commercial real estate:					
Owner occupied	46,419	275	316		47,010
Other	160,074	35	467	1,734	162,310
Total commercial real estate	206,493	310	783	1,734	209,320
Residential real estate:					
Consumer mortgage	65,003	2,490	2,854	96	70,443
Investment property	45,519		1,084		46,603
Total residential real estate	110,522	2,490	3,938	96	117,046
Consumer installment	9,630	29	110		9,769
Total	$ 418,056	6,669	5,617	1,938	$ 432,280
December 31, 2015:					
Commercial and industrial	$ 48,038	4,075	323	43	$ 52,479
Construction and land development	42,458	60	593	583	43,694
Commercial real estate:					
Owner occupied	45,772	381	219	230	46,602

Other	155,423	36	272	1,520	157,251
Total commercial real estate	201,195	417	491	1,750	203,853
Residential real estate:					
Consumer mortgage	64,502	1,964	3,218	325	70,009
Investment property	45,399	112	1,153		46,664
Total residential real estate	109,901	2,076	4,371	325	116,673
Consumer installment	10,038	55	114	13	10,220
Total	$ 411,630	6,683	5,892	2,714	$ 426,919

17

Table of Contents

Impaired loans

The following tables present details related to the Company s impaired loans. Loans that have been fully charged-off do not appear in the following tables. The related allowance generally represents the following components that correspond to impaired loans:

Individually evaluated impaired loans equal to or greater than $500,000 secured by real estate (nonaccrual construction and land development, commercial real estate, and residential real estate loans).

Individually evaluated impaired loans equal to or greater than $250,000 not secured by real estate (nonaccrual commercial and industrial and consumer installment loans).

The following tables set forth certain information regarding the Company s impaired loans that were individually evaluated for impairment at March 31, 2016 and December 31, 2015.

	March 31, 2016			
(In thousands)	**Unpaid principal balance (1)**	**Charge-offs and payments applied (2)**	**Recorded investment (3)**	**Related allowance**
With no allowance recorded:				
Commercial and industrial	$ 40		40	
Construction and land development	168	(102)	66	
Commercial real estate:				
Other	305	(80)	225	
Total commercial real estate	305	(80)	225	
Total	$ 513	(182)	331	
With allowance recorded:				
Commercial real estate:				
Owner occupied	1,014		1,014	110
Other	2,136	(627)	1,509	239
Total commercial real estate	3,150	(627)	2,523	349
Total	$ 3,150	(627)	2,523	$ 349
Total impaired loans	$ 3,663	(809)	2,854	$ 349

(1) Unpaid principal balance represents the contractual obligation due from the customer.
(2) Charge-offs and payments applied represents cumulative charge-offs taken, as well as interest payments that have been applied against the outstanding principal balance subsequent to the loans being placed on nonaccrual status.

(3) Recorded investment represents the unpaid principal balance less charge-offs and payments applied; it is shown before any related allowance for loan losses.

Table of Contents

	December 31, 2015			
(In thousands)	Unpaid principal balance (1)	Charge-offs and payments applied (2)	Recorded investment (3)	Related allowance
With no allowance recorded:				
Commercial and industrial	$ 48		48	
Construction and land development	2,582	(1,999)	583	
Commercial real estate:				
Owner occupied	308	(78)	230	
Other	2,136	(617)	1,519	
Total commercial real estate	2,444	(695)	1,749	
Total	$ 5,074	(2,694)	2,380	
With allowance recorded:				
Commercial real estate:				
Owner occupied	1,027		1,027	121
Total commercial real estate	1,027		1,027	121
Total	$ 1,027		1,027	$ 121
Total impaired loans	$ 6,101	(2,694)	3,407	$ 121

(1) Unpaid principal balance represents the contractual obligation due from the customer.
(2) Charge-offs and payments applied represents cumulative charge-offs taken, as well as interest payments that have been applied against the outstanding principal balance subsequent to the loans being placed on nonaccrual status.
(3) Recorded investment represents the unpaid principal balance less charge-offs and payments applied; it is shown before any related allowance for loan losses.

The following table provides the average recorded investment in impaired loans and the amount of interest income recognized on impaired loans after impairment by portfolio segment and class during the respective periods.

	Quarter ended March 31, 2016		Quarter ended March 31, 2015	
(In thousands)	Average recorded investment	Total interest income recognized	Average recorded investment	Total interest income recognized
Impaired loans:				
Commercial and industrial	$ 32	$ 1	$ 67	$ 1
Construction and land development	198		616	
Commercial real estate:				
Owner occupied	1,020	15	1,099	12
Other	1,742		591	10

Total commercial real estate		2,762		15		1,690		22
Residential real estate:								
Consumer mortgages						751		15
Investment property						153		
Total residential real estate						904		15
Total	$	2,992	$	16	$	3,277	$	38

Troubled Debt Restructurings

Impaired loans also include troubled debt restructurings (TDRs). In the normal course of business, management may grant concessions to borrowers that are experiencing financial difficulty. A concession may include, but is not limited to, delays in required payments of principal and interest for a specified period, reduction of the stated interest rate of the loan, reduction of accrued interest, extension of the maturity date, or reduction of the face amount or maturity amount of the debt. A concession has been granted when, as a result of the restructuring, the Bank does not expect to collect all amounts due, including interest at the original stated rate. A concession may have also been granted if the debtor is not able to access funds elsewhere at a market rate for debt with similar risk characteristics as the restructured debt. In making the determination of whether a loan modification is a TDR, the Company considers the individual facts and circumstances surrounding each modification. As part of the credit approval process, the restructured loans are evaluated for adequate collateral protection in determining the appropriate accrual status at the time of restructure.

Table of Contents

Similar to other impaired loans, TDRs are measured for impairment based on the present value of expected payments using the loan s original effective interest rate as the discount rate, or the fair value of the collateral, less selling costs if the loan is collateral dependent. If the recorded investment in the loan exceeds the measure of fair value, impairment is recognized by establishing a valuation allowance as part of the allowance for loan losses or a charge-off to the allowance for loan losses. In periods subsequent to the modification, all TDRs are individually evaluated for possible impairment.

The following is a summary of accruing and nonaccrual TDRs, which are included in the impaired loan totals, and the related allowance for loan losses, by portfolio segment and class as of March 31, 2016 and December 31, 2015.

	TDRs			
(In thousands)	**Accruing**	**Nonaccrual**	**Total**	**Related Allowance**
March 31, 2016				
Commercial and industrial	$ 40		40	$
Construction and land development		66	66	
Commercial real estate:				
Owner occupied	1,014	225	1,239	110
Total commercial real estate	1,014	225	1,239	110
Total	$ 1,054	291	1,345	$ 110
December 31, 2015				
Commercial and industrial	$ 48		48	$
Construction and land development		582	582	
Commercial real estate:				
Owner occupied	1,027	230	1,257	121
Total commercial real estate	1,027	230	1,257	121
Total	$ 1,075	812	1,887	$ 121

At March 31, 2016, there were no significant outstanding commitments to advance additional funds to customers whose loans had been restructured.

The following table summarizes loans modified in a TDR during the respective periods both before and after their modification.

	Quarter ended March 31, 2016			Quarter ended March 31, 2015		
(Dollars in thousands)	**Number of**	**Pre-modification**	**Post - modification**	**Number of**	**Pre-modification**	**Post - modification**

	contracts	outstanding recorded investment	outstanding recorded investment	contracts	outstanding recorded investment	outstanding recorded investment
TDRs:						
Construction and land development		$		1	$ 116	113
Commercial real estate:						
Other				1	592	592
Total commercial real estate				1	592	592
Total		$		2	$ 708	705

The majority of the loans modified in a TDR during the quarter ended March 31, 2015, included permitting delays in required payments of principal and/or interest or where the only concession granted by the Company was that the interest rate at renewal was considered to be less than a market rate.

Table of Contents

The following table summarizes the recorded investment in loans modified in a TDR within the previous 12 months for which there was a payment default (defined as 90 days or more past due) during the respective periods.

	Quarter ended March 31, 2016			Quarter ended March 31, 2015		
(Dollars in thousands)	Number of Contracts		Recorded investment[1]	Number of Contracts		Recorded investment[1]
TDRs:						
Commercial real estate:						
Owner occupied		$		1	$	261
Total commercial real estate				1		261
Residential real estate:						
Investment property				1		150
Total residential real estate				1		150
Total		$		2	$	411

(1) Amount as of applicable month end during the respective period for which there was a payment default.

NOTE 6: MORTGAGE SERVICING RIGHTS, NET

Mortgage servicing rights (MSRs) are recognized based on the fair value of the servicing rights on the date the corresponding mortgage loans are sold. An estimate of the Company s MSRs is determined using assumptions that market participants would use in estimating future net servicing income, including estimates of prepayment speeds, discount rate, default rates, cost to service, escrow account earnings, contractual servicing fee income, ancillary income, and late fees. Subsequent to the date of transfer, the Company has elected to measure its MSRs under the amortization method. Under the amortization method, MSRs are amortized in proportion to, and over the period of, estimated net servicing income.

The Company has recorded MSRs related to loans sold without recourse to Fannie Mae. The Company generally sells conforming, fixed-rate, closed-end, residential mortgages to Fannie Mae. MSRs are included in other assets on the accompanying consolidated balance sheets.

The Company evaluates MSRs for impairment on a quarterly basis. Impairment is determined by stratifying MSRs into groupings based on predominant risk characteristics, such as interest rate and loan type. If, by individual stratum, the carrying amount of the MSRs exceeds fair value, a valuation allowance is established. The valuation allowance is adjusted as the fair value changes. Changes in the valuation allowance are recognized in earnings as a component of mortgage lending income.

The change in amortized MSRs and the related valuation allowance for the quarters ended March 31, 2016 and 2015 are presented below.

(Dollars in thousands)	Quarter ended March 31, 2016	2015
MSRs, net:		
Beginning balance	$ 2,316	$ 2,388
Additions, net	57	111
Amortization expense	(138)	(134)
Increase in MSR valuation allowance		(10)
Ending balance	$ 2,235	$ 2,355
Valuation allowance included in MSRs, net:		
Beginning of period	$	$ 53
End of period		63
Fair value of amortized MSRs:		
Beginning of period	$ 3,086	$ 3,238
End of period	2,906	3,066

Table of Contents

NOTE 7: DERIVATIVE INSTRUMENTS

Financial derivatives are reported at fair value in other assets or other liabilities on the accompanying Consolidated Balance Sheets. 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 derivatives not designated as part of a hedging relationship, the gain or loss is recognized in current earnings within other noninterest income on the accompanying consolidated statements of earnings. From time to time, the Company may enter into interest rate swaps (swaps) to facilitate customer transactions and meet their financing needs. Upon entering into these swaps, the Company enters into offsetting positions in order to minimize the risk to the Company. These swaps qualify as derivatives, but are not designated as hedging instruments.

Interest rate swap agreements involve the risk of dealing with counterparties and their ability to meet contractual terms. When the fair value of a derivative instrument is positive, this generally indicates that the counterparty or customer owes the Company, and results in credit risk to the Company. When the fair value of a derivative instrument is negative, the Company owes the customer or counterparty and therefore, has no credit risk.

A summary of the Company s interest rate swap agreements at March 31, 2016 and December 31, 2015 is presented below.

(Dollars in thousands)	**Notional**	**Other Assets Estimated Fair Value**	**Other Liabilities Estimated Fair Value**
March 31, 2016:			
Pay fixed / receive variable	$ 4,229		418
Pay variable / receive fixed	4,229	418	
Total interest rate swap agreements	$ 8,458	418	418
December 31, 2015:			
Pay fixed / receive variable	$ 4,317		440
Pay variable / receive fixed	4,317	440	
Total interest rate swap agreements	$ 8,634	440	440

NOTE 8: FAIR VALUE

Fair Value Hierarchy

Fair value is defined by ASC 820, *Fair Value Measurements and Disclosures*, as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for an asset or liability at the measurement date. GAAP establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include 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, or inputs that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs to the valuation methodology are unobservable and reflect the Company s own assumptions about the inputs market participants would use in pricing the asset or liability.

Level changes in fair value measurements

Transfers between levels of the fair value hierarchy are generally recognized at the end of the reporting period. The Company monitors the valuation techniques utilized for each category of financial assets and liabilities to ascertain when transfers between levels have been affected. The nature of the Company s financial assets and liabilities generally is such that transfers in and out of any level are expected to be infrequent. For the quarter ended March 31, 2016, there were no transfers between levels and no changes in valuation techniques for the Company s financial assets and liabilities.

Table of Contents

Assets and liabilities measured at fair value on a recurring basis

Securities available-for-sale

Fair values of securities available for sale were primarily measured using Level 2 inputs. For these securities, the Company obtains pricing from third party pricing services. These third party pricing services consider observable data that may include broker/dealer quotes, market spreads, cash flows, benchmark yields, reported trades for similar securities, market consensus prepayment speeds, credit information, and the securities terms and conditions. On a quarterly basis, management reviews the pricing received from the third party pricing services for reasonableness given current market conditions. As part of its review, management may obtain non-binding third party broker quotes to validate the fair value measurements. In addition, management will periodically submit pricing provided by the third party pricing services to another independent valuation firm on a sample basis. This independent valuation firm will compare the price provided by the third party pricing service with its own price and will review the significant assumptions and valuation methodologies used with management.

Interest rate swap agreements

The carrying amount of interest rate swap agreements was included in other assets and accrued expenses and other liabilities on the accompanying consolidated balance sheets. The fair value measurements for our interest rate swap agreements were based on information obtained from a third party bank. This information is periodically tested by the Company and validated against other third party valuations. If needed, other third party market participants may be utilized to corroborate the fair value measurements for our interest rate swap agreements. The Company classified these derivative assets and liabilities within Level 2 of the valuation hierarchy. These swaps qualify as derivatives, but are not designated as hedging instruments.

The following table presents the balances of the assets and liabilities measured at fair value on a recurring basis as of March 31, 2016 and December 31, 2015, respectively, by caption, on the accompanying consolidated balance sheets by ASC 820 valuation hierarchy (as described above).

(Dollars in thousands)	Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2016:				
Securities available-for-sale:				
Agency obligations	$ 55,880		55,880	
Agency RMBS	107,664		107,664	
State and political subdivisions	70,564		70,564	
Total securities available-for-sale	234,108		234,108	
Other assets [(1)]	418		418	

Total assets at fair value	$	234,526	234,526
Other liabilities[1]	$	418	418
Total liabilities at fair value	$	418	418
December 31, 2015:			
Securities available-for-sale:			
Agency obligations	$	60,085	60,085
Agency RMBS		110,954	110,954
State and political subdivisions		70,648	70,648
Total securities available-for-sale		241,687	241,687
Other assets [1]		440	440
Total assets at fair value	$	242,127	242,127
Other liabilities[1]	$	440	440
Total liabilities at fair value	$	440	440

(1) Represents the fair value of interest rate swap agreements.

Table of Contents

Assets and liabilities measured at fair value on a nonrecurring basis

Loans held for sale

Loans held for sale are carried at the lower of cost or fair value. Fair values of loans held for sale are determined using quoted market secondary market prices for similar loans. Loans held for sale are classified within Level 2 of the fair value hierarchy.

Impaired Loans

Loans considered impaired under ASC 310-10-35, *Receivables*, are loans for which, based on current information and events, it is probable that the Company will be unable to collect all principal and interest payments due in accordance with the contractual terms of the loan agreement. Impaired loans can be measured based on the present value of expected payments using the loan s original effective rate as the discount rate, the loan s observable market price, or the fair value of the collateral less selling costs if the loan is collateral dependent.

The fair value of impaired loans were primarily measured based on the value of the collateral securing these loans. Impaired loans are classified within Level 3 of the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory, and/or accounts receivable. The Company determines the value of the collateral based on independent appraisals performed by qualified licensed appraisers. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Appraised values are discounted for costs to sell and may be discounted further based on management s historical knowledge, changes in market conditions from the date of the most recent appraisal, and/or management s expertise and knowledge of the customer and the customer s business. Such discounts by management are subjective and are typically significant unobservable inputs for determining fair value. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors discussed above.

Other real estate owned

Other real estate owned, consisting of properties obtained through foreclosure or in satisfaction of loans, are initially recorded at the lower of the loan s carrying amount or the fair value less costs to sell upon transfer of the loans to other real estate. Subsequently, other real estate is carried at the lower of carrying value or fair value less costs to sell. Fair values are generally based on third party appraisals of the property and are classified within Level 3 of the fair value hierarchy. The appraisals are sometimes further discounted based on management s historical knowledge, and/or changes in market conditions from the date of the most recent appraisal, and/or management s expertise and knowledge of the customer and the customer s business. Such discounts are typically significant unobservable inputs for determining fair value. In cases where the carrying amount exceeds the fair value, less costs to sell, a loss is recognized in noninterest expense.

Mortgage servicing rights, net

Mortgage servicing rights, net, included in other assets on the accompanying consolidated balance sheets, are carried at the lower of cost or estimated fair value. MSRs do not trade in an active market with readily observable prices. To determine the fair value of MSRs, the Company engages an independent third party. The independent third party s valuation model calculates the present value of estimated future net servicing income using assumptions that market participants would use in estimating future net servicing income, including estimates of prepayment speeds, discount rates, default rates, cost to service, escrow account earnings, contractual servicing fee income, ancillary income, and late fees. Periodically, the Company will review broker surveys and other market research to validate significant assumptions used in the model. The significant unobservable inputs include prepayment speeds or the constant prepayment rate (CPR) and the weighted average discount rate. Because the valuation of MSRs requires the use of significant unobservable inputs, all of the Company s MSRs are classified within Level 3 of the valuation hierarchy.

Table of Contents

The following table presents the balances of the assets and liabilities measured at fair value on a nonrecurring basis as of March 31, 2016 and December 31, 2015, respectively, by caption, on the accompanying consolidated balance sheets and by FASB ASC 820 valuation hierarchy (as described above):

(Dollars in thousands)	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2016:				
Loans held for sale	$ 2,326		2,326	
Loans, net[1]	2,505			2,505
Other real estate owned	397			397
Other assets [2]	2,235			2,235
Total assets at fair value	$ 7,463		2,326	5,137
December 31, 2015:				
Loans held for sale	$ 1,540		1,540	
Loans, net[1]	3,286			3,286
Other real estate owned	252			252
Other assets [2]	2,316			2,316
Total assets at fair value	$ 7,394		1,540	5,854

(1) Loans considered impaired under ASC 310-10-35, *Receivables*. This amount reflects the recorded investment in impaired loans, net of any related allowance for loan losses.

(2) Represents MSRs, net, carried at lower of cost or estimated fair value.

Quantitative Disclosures for Level 3 Fair Value Measurements

At March 31, 2016, the Company had no Level 3 assets measured at fair value on a recurring basis. For Level 3 assets measured at fair value on a non-recurring basis at March 31, 2016, the significant unobservable inputs used in the fair value measurements are presented below.

(Dollars in thousands)	Carrying Amount	Valuation Technique	Significant Unobservable Input	Weighted Average of Input
Nonrecurring:				

Impaired loans	$ 2,505	Appraisal	Appraisal discounts (%)	39.9%
Other real estate owned	397	Appraisal	Appraisal discounts (%)	7.2%
Mortgage servicing rights, net	2,235	Discounted cash flow	Prepayment speed or CPR (%)	10.7%
			Discount rate (%)	10.0%

Fair Value of Financial Instruments

ASC 825, *Financial Instruments*, requires disclosure of fair value information about financial instruments, whether or not recognized on the face of the balance sheet, for which it is practicable to estimate that value. The assumptions used in the estimation of the fair value of the Company s financial instruments are explained below. Where quoted market prices are not available, fair values are based on estimates using discounted cash flow analyses. Discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following fair value estimates cannot be substantiated by comparison to independent markets and should not be considered representative of the liquidation value of the Company s financial instruments, but rather are a good-faith estimate of the fair value of financial instruments held by the Company. ASC 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements.

Table of Contents

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

Loans, net

Fair values for loans were calculated using discounted cash flows. The discount rates reflected current rates at which similar loans would be made for the same remaining maturities. This method of estimating fair value does not incorporate the exit-price concept of fair value prescribed by ASC 820 and generally produces a higher value than an exit-price approach. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

Loans held for sale

Fair values of loans held for sale are determined using quoted secondary market prices for similar loans.

Time Deposits

Fair values for time deposits were estimated using discounted cash flows. The discount rates were based on rates currently offered for deposits with similar remaining maturities.

Long-term debt

The fair value of the Company s fixed rate long-term debt is estimated using discounted cash flows based on estimated current market rates for similar types of borrowing arrangements. The carrying amount of the Company s variable rate long-term debt approximates its fair value.

The carrying value, related estimated fair value, and placement in the fair value hierarchy of the Company s financial instruments at March 31, 2016 and December 31, 2015 are presented below. This table excludes financial instruments for which the carrying amount approximates fair value. Financial assets for which fair value approximates carrying value included cash and cash equivalents. Financial liabilities for which fair value approximates carrying value included noninterest-bearing demand deposits, interest-bearing demand deposits, and savings deposits due to these products having no stated maturity. In addition, financial liabilities for which fair value approximates carrying value included overnight borrowings such as federal funds purchased and securities sold under agreements to repurchase.

				Fair Value Hierarchy	
	Carrying	**Estimated**	**Level 1**	**Level 2**	**Level 3**
(Dollars in thousands)	**amount**	**fair value**	**inputs**	**inputs**	**Inputs**
March 31, 2016:					
Financial Assets:					
Loans, net (1)	$ 426,989	$ 437,145	$	$	$ 437,145
Loans held for sale	2,326	2,345		2,345	
Financial Liabilities:					

Time Deposits	$ 215,388	$ 216,811	$	$ 216,811	$
Long-term debt	7,217	7,217		7,217	
December 31, 2015:					
Financial Assets:					
Loans, net (1)	$ 422,121	$ 427,340	$	$	$ 427,340
Loans held for sale	1,540	1,574		1,574	
Financial Liabilities:					
Time Deposits	$ 219,598	$ 220,093	$	$ 220,093	$
Long-term debt	7,217	7,217		7,217	

(1) Represents loans, net of unearned income and the allowance for loan losses.

Table of Contents

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

The following discussion and analysis is designed to provide a better understanding of various factors related to the results of operations and financial condition of the Auburn National Bancorporation, Inc. (the Company) and its wholly owned subsidiary, AuburnBank (the Bank). This discussion is intended to supplement and highlight information contained in the accompanying unaudited condensed consolidated financial statements and related notes for the quarters ended March 31, 2016 and 2015, as well as the information contained in our Annual Report on Form 10-K for the year ended December 31, 2015.

Special Notice Regarding Forward-Looking Statements

Certain of the statements made in this discussion and analysis and elsewhere, including information incorporated herein by reference to other documents, are forward-looking statements within the meaning of, and subject to, the protections of Section 27A of the Securities Act of 1933, as amended, (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause the actual results, performance, achievements, or financial condition of the Company to be materially different from future results, performance, achievements, or financial condition expressed or implied by such forward-looking statements. You should not expect us to update any forward-looking statements.

All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as may, will, anticipate, assume, sho indicate, would, believe, contemplate, expect, estimate, continue, plan, point to, project, could, similar words and expressions of the future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation:

- the effects of future economic, business, and market conditions and changes, domestic and foreign, including seasonality;

- governmental monetary and fiscal policies;

- legislative and regulatory changes, including changes in banking, securities, and tax laws, regulations and rules and their application by our regulators, including capital and liquidity requirements, and changes in the scope and cost of FDIC insurance;

- changes in accounting policies, rules, and practices;

the risks of changes in interest rates on the levels, composition, and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest sensitive assets and liabilities, and the risks and uncertainty of the amounts realizable and the timing of dispositions of assets by the FDIC where we may have a participation or other interest;

changes in borrower credit risks and payment behaviors;

changes in the availability and cost of credit and capital in the financial markets, and the types of instruments that may be included as capital for regulatory purposes;

changes in the prices, values, and sales volumes of residential and commercial real estate;

the effects of competition from a wide variety of local, regional, national, and other providers of financial, investment, and insurance services;

the failure of assumptions and estimates underlying the establishment of allowances for possible loan and other asset impairments, losses, and other estimates;

changes in technology or products that may be more difficult, costly, or less effective than anticipated;

the effects of war, or other conflicts, acts of terrorism, or other catastrophic events that may affect general economic conditions;

Cyber attacks and data breaches that may compromise our systems or customers information;

the failure of assumptions and estimates, as well as differences in, and changes to, economic, market, and credit conditions, including changes in borrowers credit risks and payment behaviors from those used in our loan portfolio stress tests and other evaluations;

the risk that our deferred tax assets could be reduced if estimates of future taxable income from our operations and tax planning strategies are less than currently estimated, and sales of our capital stock could trigger a reduction in the amount of net operating loss carry-forwards that we may be able to utilize for income tax purposes; and

the other factors and information in this report and other filings that we make with the SEC under the Exchange Act, including our Annual Report on Form 10-K for the year ended December 31, 2015 and subsequent quarterly and current reports. See Part II, Item 1A. RISK FACTORS .

All written or oral forward-looking statements that are made by or attributable to us are expressly qualified in their entirety by this cautionary notice. We have no obligation and do not undertake to update, revise or correct any of the forward-looking statements after the date of this report, or after the respective dates on which such statements otherwise are made.

Business

The Company was incorporated in 1990 under the laws of the State of Delaware and became a bank holding company after it acquired its Alabama predecessor, which was a bank holding company established in 1984. The Bank, the Company s principal subsidiary, is an Alabama state-chartered bank that is a member of the Federal Reserve System and has operated continuously since 1907. Both the Company and the Bank are headquartered in Auburn, Alabama. The Bank conducts its business primarily in East Alabama, including Lee County and surrounding areas. The Bank operates full-service branches in Auburn, Opelika, Notasulga, and Valley, Alabama. In-store branches are located in the Kroger and Wal-Mart SuperCenter in Opelika. The Bank also operates a commercial loan production office in Phenix City, Alabama.

Summary of Results of Operations

(Dollars in thousands, except per share data)	**Quarter ended March 31, 2016**	**2015**
Net interest income (a)	$ 6,019	$ 5,858
Less: tax-equivalent adjustment	322	335
Net interest income (GAAP)	5,697	5,523
Noninterest income	834	1,321
Total revenue	6,531	6,844
Provision for loan losses	(600)	
Noninterest expense	4,109	4,314
Income tax expense	831	668
Net earnings	$ 2,191	$ 1,862
Basic and diluted earnings per share	$ 0.60	$ 0.51

(a) Tax-equivalent. See Table 1 - Explanation of Non-GAAP Financial Measures.

Financial Summary

The Company s net earnings were $2.2 million for the first quarter of 2016, compared to $1.9 million for the first quarter of 2015. Basic and diluted earnings per share were $0.60 per share for the first quarter of 2016, compared to $0.51 per share for the first quarter of 2015.

Net interest income (tax-equivalent) was $6.0 million for the first quarter of 2016, an increase of 3% compared to the first quarter of 2015. The increase was primarily due to a reduction in interest expense as the Company repaid higher-cost wholesale funding sources and lowered its deposit costs. Additionally, the Company continued its efforts to increase earnings by shifting its asset mix through loan growth. Average loans were $429.5 million in the first quarter of 2016, an increase of $29.4 million or 7%, from the first quarter of 2015. Average deposits were $726.4 million in the first quarter of 2016, an increase of $20.6 million or 3%, from the first quarter of 2015.

The Company recorded a negative provision for loan losses of $0.6 million for the first quarter of 2016, compared to no provision for loan losses for the first quarter of 2015. Annualized net recoveries as a percent of average loans were 1.01% for the first quarter of 2016 compared to net charge-offs as a percent of average loans of 0.11% for the first quarter of 2015. The Company recognized a recovery of $1.2 million from the payoff of one nonperforming construction and land development loan during the first quarter of 2016.

Noninterest income was $0.8 million for the first quarter of 2016, compared to $1.3 million in the first quarter of 2015. The decrease was primarily due to $0.3 million in non-taxable death benefits from bank-owned life insurance that were received in the first quarter of 2015, compared to none in the first quarter of 2016, and a decrease in mortgage lending income of $0.2 million as mortgage loan production declined.

Noninterest expense was $4.1 million in the first quarter of 2016, compared to $4.3 million in the first quarter of 2015. The decrease was primarily due to no prepayment penalties on long-term debt incurred in the first quarter of 2016 compared to $0.4 million incurred in the first quarter of 2015 when the Company repaid $5.0 million of long-term debt with an interest rate of 3.59%. This decrease was partially offset by a $0.2 million increase in salary and benefits due to routine annual increases.

Income tax expense was $0.8 million for the first quarter of 2016, compared to $0.7 million for the first quarter of 2015. The Company s income tax expense for the first quarter of 2016 reflects an effective income tax rate of 27.50%, compared to 26.40% for the first quarter of 2015. The increase in the effective tax rate is primarily due to a decrease in tax preference items such as income from bank-owned life insurance. The Company s effective income tax rate is principally impacted by tax-exempt earnings from the Company s investments in municipal securities and bank-owned life insurance.

In the first quarter of 2016, the Company paid cash dividends of $0.8 million, or $0.225 per share. The Company s balance sheet remains well capitalized under current regulatory guidelines with a total risk-based capital ratio of 17.64% and a Tier 1 leverage ratio of 10.47% at March 31, 2016.

CRITICAL ACCOUNTING POLICIES

The accounting and financial reporting policies of the Company conform with U.S. generally accepted accounting principles and with general practices within the banking industry. In connection with the application of those principles, we have made judgments and estimates which, in the case of the determination of our allowance for loan losses, our assessment of other-than-temporary impairment, recurring and non-recurring fair value measurements, the valuation of other real estate owned, and the valuation of deferred tax assets, were critical to the determination of our financial position and results of operations. Other policies also require subjective judgment and assumptions and may accordingly impact our financial position and results of operations.

Allowance for Loan Losses

The Company assesses the adequacy of its allowance for loan losses prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolio, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect a borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan loss rates, and other pertinent factors, including regulatory recommendations. This evaluation is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Loans are charged off, in whole or in part, when management believes that the full collectability of the loan is unlikely. A loan may be partially charged-off after a confirming event has occurred, which serves to validate that full repayment pursuant to the terms of the loan is unlikely.

The Company deems loans impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Collection of all amounts due according to the contractual terms means that both the interest and principal payments of a loan will be collected as scheduled in the loan agreement.

An impairment allowance is recognized if the fair value of the loan is less than the recorded investment in the loan. The impairment is recognized through the allowance. Loans that are impaired are recorded at the present value of expected future cash flows discounted at the loan s effective interest rate, or if the loan is collateral dependent, the impairment measurement is based on the fair value of the collateral, less estimated disposal costs.

The level of allowance maintained is believed by management to be adequate to absorb probable losses inherent in the portfolio at the balance sheet date. The allowance is increased by provisions charged to expense and decreased by charge-offs, net of recoveries of amounts previously charged-off.

In assessing the adequacy of the allowance, the Company also considers the results of its ongoing internal and independent loan review processes. The Company s loan review process assists in determining whether there are loans in the portfolio whose credit quality has weakened over time and evaluating the risk characteristics of the entire loan portfolio. The Company s loan review process includes the judgment of management, the input from our independent loan reviewers, and reviews that may have been conducted by bank regulatory agencies as part of their examination process. The Company incorporates loan review results in the determination of whether or not it is probable that it will be able to collect all amounts due according to the contractual terms of a loan.

As part of the Company s quarterly assessment of the allowance, management divides the loan portfolio into five segments: commercial and industrial, construction and land development, commercial real estate, residential real estate, and consumer installment. The Company analyzes each segment and estimates an allowance allocation for each loan segment.

The allocation of the allowance for loan losses begins with a process of estimating the probable losses inherent for each loan segment. The estimates for these loans are established by category and based on the Company s internal system of credit risk ratings and historical loss data. The Company calculates average losses for all loan segments using a rolling 20 quarter historical period. The estimated loan loss allocation rate for the Company s internal system of credit risk grades is based on its experience with similarly graded loans. For loan segments where the Company believes it does not have sufficient historical loss data, the Company may make adjustments based, in part, on loss rates of peer bank groups. At March 31, 2016 and December 31, 2015, and for the periods then ended, the Company adjusted its historical loss rates for the commercial real estate portfolio segment based, in part, on loss rates of peer bank groups.

The estimated loan loss allocation for all five loan portfolio segments is then adjusted for management s estimate of probable losses for several qualitative and environmental factors. The allocation for qualitative and environmental factors is particularly subjective and does not lend itself to exact mathematical calculation. This amount represents estimated probable inherent credit losses which exist, but have not yet been identified, as of the balance sheet date, and are based upon quarterly trend assessments in delinquent and nonaccrual loans, credit concentration changes, prevailing economic conditions, changes in lending personnel experience, changes in lending policies or procedures, and other influencing factors. These qualitative and environmental factors are considered for each of the five loan segments and the allowance allocation, as determined by the processes noted above, is increased or decreased based on the incremental assessment of these factors.

Assessment for Other-Than-Temporary Impairment of Securities

On a quarterly basis, management makes an assessment to determine whether there have been events or economic circumstances to indicate that a security on which there is an unrealized loss is other-than-temporarily impaired. For equity securities with an unrealized loss, the Company considers many factors including the severity and duration of the impairment; the intent and ability of the Company to hold the security for a period of time sufficient for a recovery in value; and recent events specific to the issuer or industry. Equity securities for which there is an unrealized loss that is deemed to be other-than-temporary are written down to fair value with the write-down recorded as a realized loss in securities gains (losses).

For debt securities with an unrealized loss, an other-than-temporary impairment write-down is triggered when (1) the Company has the intent to sell a debt security, (2) it is more likely than not that the Company will be required to sell the debt security before recovery of its amortized cost basis, or (3) the Company does not expect to recover the entire amortized cost basis of the debt security. If the Company has the intent to sell a debt security or if it is more likely than not that it will be required to sell the debt security before recovery, the other-than-temporary write-down is equal to the entire difference between the debt security s amortized cost and its fair value. If the Company does not intend to sell the security or it is not more likely than not that it will be required to sell the security before recovery, the other-than-temporary impairment write-down is separated into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the security s amortized cost basis and the present value of its expected future cash flows. The remaining difference between the security s fair value and the present value of future expected cash flows is due to factors that are not credit related and is recognized in other comprehensive income, net of applicable taxes.

Fair Value Determination

U.S. GAAP requires management to value and disclose certain of the Company s assets and liabilities at fair value, including investments classified as available-for-sale and derivatives. ASC 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value in accordance with U.S. GAAP and expands disclosures about fair value measurements. For more information regarding fair value measurements and disclosures, please refer to Note 8, Fair Value, of the consolidated financial statements that accompany this report.

Fair values are based on active market prices of identical assets or liabilities when available. Comparable assets or liabilities or a composite of comparable assets in active markets are used when identical assets or liabilities do not have readily available active market pricing. However, some of the Company s assets or liabilities lack an available or comparable trading market characterized by frequent transactions between willing buyers and sellers. In these cases, fair value is estimated using pricing models that use discounted cash flows and other pricing techniques. Pricing models and their underlying assumptions are based upon management s best estimates for appropriate discount rates, default rates, prepayments, market volatility, and other factors, taking into account current observable market data and experience.

These assumptions may have a significant effect on the reported fair values of assets and liabilities and the related income and expense. As such, the use of different models and assumptions, as well as changes in market conditions, could result in materially different net earnings and retained earnings results.

Other Real Estate Owned

Other real estate owned (OREO), consists of properties obtained through foreclosure or in satisfaction of loans and is reported at the lower of cost or fair value, less estimated costs to sell at the date acquired, with any loss recognized as a charge-off through the allowance for loan losses. Additional OREO losses for subsequent valuation adjustments are determined on a specific property basis and are included as a component of other noninterest expense along with holding costs. Any gains or losses on disposal of OREO are also reflected in noninterest expense. Significant judgments and complex estimates are required in estimating the fair value of OREO, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility. As a result, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of other OREO.

Table of Contents

Deferred Tax Asset Valuation

A valuation allowance is recognized for a deferred tax asset if, based on the weight of available evidence, it is more-likely-than-not that some portion or the entire deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of taxable income over the last three years and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that we will realize the benefits of these deductible differences at March 31, 2016. The amount of the deferred tax assets considered realizable, however, could be reduced if estimates of future taxable income are reduced.

RESULTS OF OPERATIONS

Average Balance Sheet and Interest Rates

	Quarter ended March 31,			
	2016		2015	
(Dollars in thousands)	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
Loans and loans held for sale	$ 430,545	4.76%	$ 403,109	5.04%
Securities - taxable	170,125	2.12%	196,234	2.15%
Securities - tax-exempt	66,963	5.69%	68,034	5.88%
Total securities	237,088	3.13%	264,268	3.11%
Federal funds sold	58,415	0.49%	74,514	0.19%
Interest bearing bank deposits	49,983	0.44%	13,408	0.12%
Total interest-earning assets	776,031	3.66%	755,299	3.80%
Deposits:				
NOW	122,151	0.31%	114,675	0.30%
Savings and money market	229,865	0.38%	211,797	0.43%
Certificates of deposits less than $100,000	84,006	0.96%	95,460	1.08%
Certificates of deposits and other time deposits of $100,000 or more	133,420	1.41%	147,750	1.47%
Total interest-bearing deposits	569,442	0.69%	569,682	0.78%
Short-term borrowings	3,155	0.51%	4,661	0.52%
Long-term debt	7,217	3.51%	11,550	3.69%
Total interest-bearing liabilities	579,814	0.73%	585,893	0.84%
Net interest income and margin (tax-equivalent)	$ 6,019	3.12%	$ 5,858	3.15%

Net Interest Income and Margin

Net interest income (tax-equivalent) was $6.0 million for the first quarter of 2016, compared to $5.9 million for the first quarter of 2015. This increase reflects management s ongoing efforts to increase earnings by shifting the Company s asset mix through loan growth, focusing on deposit pricing, and repaying higher-cost wholesale funding.

The tax-equivalent yield on total interest-earning assets decreased by 14 basis points in the first quarter of 2016 from the first quarter of 2015 to 3.66%. This decrease was primarily due to declining yields on loans and increased pricing competition for quality loan opportunities in our markets, which has limited the Company s ability to increase yields on new and renewed loans.

The cost of total interest-bearing liabilities decreased 11 basis points in the first quarter of 2016 from the first quarter of 2015 to 0.73%. The net decrease was largely a result of the continued shift in our funding mix, as we increased our lower-cost interest bearing demand deposits (NOW accounts), and savings and money market accounts and concurrently reduced balances of higher-cost certificates of deposits and long-term debt.

The Company continues to deploy various asset liability management strategies to manage its risk to interest rate fluctuations. The Company s net interest margin could experience pressure due to lower reinvestment yields in the securities portfolio given the current interest rate environment, increased competition for quality loan opportunities, and fewer opportunities to reduce our cost of funds due to the low level of deposit rates currently.

Provision for Loan Losses

The provision for loan losses represents a charge to earnings necessary to provide an allowance for loan losses that management believes, based on its processes and estimates, should be adequate to provide for the probable losses on outstanding loans. The Company recorded a negative provision for loan losses of $0.6 million in the first quarter of 2016 as a result of a $1.2 million recovery from the payoff of a non-performing construction and land development loan. No provision for loan losses was made for the first quarter of 2015. Provision expense reflects the absolute level of loans, loan growth, the credit quality of the loan portfolio, and the amount of net charge-offs or recoveries.

Based upon its assessment of the loan portfolio, management adjusts the allowance for loan losses to an amount it believes should be appropriate to adequately cover its estimate of probable losses in the loan portfolio. The Company s allowance for loan losses as a percentage of total loans was 1.11% at March 31, 2016, compared to 1.01% at December 31, 2015. While the policies and procedures used to estimate the allowance for loan losses, as well as the resulting provision for loan losses charged to operations, are considered adequate by management and are reviewed from time to time by our regulators, they are based on estimates and judgments and are therefore approximate and imprecise. Factors beyond our control (such as conditions in the local and national economy, local real estate markets, or industry) may have a material adverse effect on our asset quality and the adequacy of our allowance for loan losses resulting in significant increases in the provision for loan losses.

Noninterest Income

	Quarter ended March 31,	
(Dollars in thousands)	**2016**	**2015**
Service charges on deposit accounts	$ 198	$ 206
Mortgage lending income	179	334
Bank-owned life insurance	112	401
Securities gains (losses), net		3
Other	345	377
Total noninterest income	$ 834	$ 1,321

Service charges on deposit accounts decreased primarily due to a decline in insufficient funds charges, reflecting changes in customer behavior and spending patterns.

The Company s income from mortgage lending was primarily attributable to the (1) origination and sale of new mortgage loans and (2) servicing of mortgage loans. Origination income, net, is comprised of gains or losses from the sale of the mortgage loans originated, origination fees, underwriting fees, and other fees associated with the origination of loans, which are netted against the commission expense associated with these originations. The Company s normal practice is to originate mortgage loans for sale in the secondary market and to either sell or retain the associated mortgage servicing rights (MSRs) when the loan is sold.

MSRs are recognized based on the fair value of the servicing right on the date the corresponding mortgage loan is sold. Subsequent to the date of transfer, the Company has elected to measure its MSRs under the amortization method. Servicing fee income is reported net of any related amortization expense.

MSRs are also evaluated for impairment on a quarterly basis. Impairment is determined by grouping MSRs by common predominant characteristics, such as interest rate and loan type. If the aggregate carrying amount of a particular group of MSRs exceeds the group s aggregate fair value, a valuation allowance for that group is established. The valuation allowance is adjusted as the fair value changes. An increase in mortgage interest rates typically results in an increase in the fair value of the MSRs while a decrease in mortgage interest rates typically results in a decrease in the fair value of MSRs.

Table of Contents

The following table presents a breakdown of the Company s mortgage lending income.

(Dollars in thousands)	Quarter ended March 31, 2016	2015
Origination income, net	$ 97	$ 258
Servicing fees, net	82	86
Increase in MSR valuation allowance		(10)
Total mortgage lending income	$ 179	$ 334

The decrease in mortgage lending income was primarily due to a decrease in the volume of mortgage loans originated and sold. The decrease in volume is due to various factors, including the Company s efforts to comply with the new TILA-RESPA Integrated Disclosure (TRID) rules and a reduction in the number of mortgage originators. Until the Company s new loan origination system is fully implemented and operational, management expects mortgage lending income and volume will decrease compared to prior periods. Management currently expects this new system will be fully implemented and operational prior to the end of the second quarter of 2016.

Income from bank-owned life insurance decreased in the first quarter of 2016, compared to the first quarter of 2015 due to non-taxable death benefits received in the prior year. The assets that support these policies are administered by the life insurance carriers and the income we receive (i.e. increases or decreases in the cash surrender value of the policies) on these policies is dependent upon the returns the insurance carriers are able to earn on the underlying investments that support these policies. Earnings on these policies are generally not taxable.

Noninterest Expense

(Dollars in thousands)	Quarter ended March 31, 2016	2015
Salaries and benefits	$ 2,405	$ 2,268
Net occupancy and equipment	360	358
Professional fees	211	201
FDIC and other regulatory assessments	122	125
Other real estate owned, net	20	17
Prepayment penalties on long-term debt		362
Other	991	983
Total noninterest expense	$ 4,109	$ 4,314

The increase in salaries and benefits expense reflected routine annual increases.

During the first quarter of 2015, the Company repaid $5.0 million of long-term debt with an interest rate of 3.59% and incurred prepayment penalties of $0.4 million.

Income Tax Expense

Income tax expense was $0.8 million for the first quarter of 2016, compared to $0.7 million for the first quarter of 2015. The Company s income tax expense for the first quarter of 2016 reflects an effective income tax rate of 27.50%, compared to 26.40% for the first quarter of 2015. The increase in the effective tax rate is primarily due to a decrease in tax preference items such as income from bank-owned life insurance. The Company s income tax expense is principally affected by tax exempt earnings on municipal securities investments and bank-owned life insurance.

BALANCE SHEET ANALYSIS

Securities

Securities available-for-sale were $234.1 million at March 31, 2016, a decrease of $7.6 million, or 3%, compared to $241.7 million at December 31, 2015. This decline was primarily due to a decrease of $10.8 million in the amortized cost basis of securities available-for-sale from principal repayments, maturities and calls. This decrease was offset by securities purchases of $1.1 million and a $2.5 million change in net unrealized gains on securities available-for-sale, reflecting an increase in prices as long-term interest rates declined during the first quarter of 2016.

34

Table of Contents

The average tax-equivalent yields earned on total securities were 3.13% in the first quarter of 2016 and 3.11% in the first quarter of 2015.

Loans

		2016	2015			
(In thousands)		First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Commercial and industrial	$	50,192	52,479	47,925	57,310	52,536
Construction and land development		45,953	43,694	41,592	38,854	37,925
Commercial real estate		209,320	203,853	201,449	184,124	182,871
Residential real estate		117,046	116,673	117,863	115,039	111,265
Consumer installment		9,769	10,220	14,362	13,632	12,478
Total loans		432,280	426,919	423,191	408,959	397,075
Less: unearned income		(517)	(509)	(619)	(464)	(462)
Loans, net of unearned income	$	431,763	426,410	422,572	408,495	396,613

Total loans, net of unearned income, were $431.8 million at March 31, 2016, compared to $426.4 million at December 31, 2015. Four loan categories represented the majority of the loan portfolio at March 31, 2016: commercial real estate (48%), residential real estate (27%), construction and land development (11%) and commercial and industrial (12%). Approximately 22% of the Company s commercial real estate loans were classified as owner-occupied at March 31, 2016.

Within the residential real estate portfolio segment, the Company had junior lien mortgages of approximately $15.6 million, or 4% of total loans, at March 31, 2016, compared to $16.4 million, or 4% of total loans, at December 31, 2015. For residential real estate mortgage loans with a consumer purpose, $1.7 million required interest-only payments at March 31, 2016, compared to $0.9 million at December 31, 2015. The Company s residential real estate mortgage portfolio does not include any option ARM loans, subprime loans, or any material amount of other high-risk consumer mortgage products.

Purchased loan participations included in the Company s loan portfolio were approximately $1.5 million at March 31, 2016 compared to $1.4 million at December 31, 2015. All purchased loan participations are underwritten by the Company independent of the selling bank. In addition, all loans, including purchased loan participations, are evaluated for collectability during the course of the Company s normal loan review procedures. If the Company deems a participation loan impaired, it applies the same accounting policies and procedures described under Critical Accounting Policies Allowance for Loan Losses .

The average yield earned on loans and loans held for sale was 4.76% in the first quarter of 2016 and 5.04% in the first quarter of 2015.

The specific economic and credit risks associated with our loan portfolio include, but are not limited to, the effects of current economic conditions on our borrowers cash flows, real estate market sales volumes, valuations, availability and cost of financing properties, real estate industry concentrations, deterioration in certain credits, interest rate fluctuations, reduced collateral values or non-existent collateral, title defects, inaccurate appraisals, financial deterioration of borrowers, fraud, and any violation of applicable laws and regulations.

The Company attempts to reduce these economic and credit risks by adhering to loan to value guidelines for collateralized loans, investigating the creditworthiness of borrowers and monitoring borrowers financial position. Also, we have established and periodically review, lending policies and procedures. Banking regulations limit a bank s credit exposure by prohibiting unsecured loan relationships that exceed 10% of its capital accounts; or 20% of capital accounts, if loans in excess of 10% are fully secured. Under these regulations, we are prohibited from having secured loan relationships in excess of approximately $17.9 million. Furthermore, we have an internal limit for aggregate credit exposure (loans outstanding plus unfunded commitments) to a single borrower of $16.1 million. Our loan policy requires that the Loan Committee of the Board of Directors approve any loan relationships that exceed this internal limit. At March 31, 2016, the Bank had no loan relationships exceeding these limits.

Table of Contents

We periodically analyze our commercial loan portfolio to determine if a concentration of credit risk exists in any one or more industries. We use classification systems broadly accepted by the financial services industry in order to categorize our commercial borrowers. Loan concentrations to borrowers in the following classes exceeded 25% of the Bank s total risk-based capital at March 31, 2016 (and related balances at December 31, 2015).

(In thousands)	**March 31, 2016**	**December 31, 2015**
Lessors of 1 to 4 family residential properties	$ 46,603	$ 46,664
Multi-family residential properties	43,124	45,264
Shopping centers	38,765	38,116

Allowance for Loan Losses

The Company maintains the allowance for loan losses at a level that management believes appropriate to adequately cover the Company s estimate of probable losses inherent in the loan portfolio. At March 31, 2016 and December 31, 2015, the allowance for loan losses was $4.8 million and $4.3 million, respectively, which management believed to be adequate at each of the respective dates. The judgments and estimates associated with the determination of the allowance for loan losses are described under Critical Accounting Policies.

A summary of the changes in the allowance for loan losses and certain asset quality ratios for the first quarter of 2016 and the previous four quarters is presented below.

	2016	**2015**			
(Dollars in thousands)	**First Quarter**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Balance at beginning of period	$ 4,289	5,127	4,886	4,722	4,836
Charge-offs:					
Commercial and industrial		(42)			(58)
Commercial real estate		(866)			
Residential real estate	(118)	(3)	(26)		(60)
Consumer installment	(26)	(14)	(23)	(5)	(17)
Total charge-offs	(144)	(925)	(49)	(5)	(135)
Recoveries	1,229	87	90	169	21
Net recoveries (charge-offs)	1,085	(838)	41	164	(114)
Provision for loan losses	(600)		200		
Ending balance	$ 4,774	4,289	5,127	4,886	4,722
as a % of loans	1.11%	1.01	1.21	1.20	1.19
as a % of nonperforming loans	246%	158	140	360	377

Net (recoveries) charge-offs as % of average loans (a)	(1.01)%	0.79	(0.04)	(0.16)	0.11

(a) Net (recoveries) charge-offs are annualized.

As described under Critical Accounting Policies, management assesses the adequacy of the allowance prior to the end of each calendar quarter. The level of the allowance is based upon management s evaluation of the loan portfolios, past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan loss rates, and other pertinent factors. This evaluation is inherently subjective as it requires various material estimates and judgments, including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. The ratio of our allowance for loan losses to total loans outstanding was 1.11% at March 31, 2016, compared to 1.01% at December 31, 2015. In the future, the allowance to total loans outstanding ratio will increase or decrease to the extent the factors that influence our quarterly allowance assessment in their entirety either improve or weaken. In addition, our regulators, as an integral part of their examination process, will periodically review the Company s allowance for loan losses, and may require the Company to make additional provisions to the allowance for loan losses based on their judgement about information available to them at the time of their examinations.

Table of Contents

Net recoveries were $1.1 million, or 1.01% of average loans in the first quarter of 2016, compared to net charge-offs of $114,000, or 0.11% of average loans in the first quarter of 2015. In the first quarter of 2016, the Company recognized a recovery of $1.2 million from the payoff of one nonperforming construction and land development loan.

At March 31, 2016, the ratio of our allowance for loan losses as a percentage of nonperforming loans was 246%, compared to 158% at December 31, 2015. The increase was primarily due to the payoff of one nonperforming loan with a recorded investment of $0.5 million and no corresponding valuation allowance at December 31, 2015 and an increase in the allowance for loan losses of $0.5 for the commercial real estate loan portfolio segment.

At March 31, 2016 and December 31, 2015, the Company s recorded investment in loans considered impaired was $1.9 million and $3.4 million, respectively, with corresponding valuation allowances (included in the allowance for loan losses) of $0.3 million and $0.1 million at each respective date.

Nonperforming Assets

At March 31, 2016 and December 31, 2015, respectively, the Company had $2.3 million and $3.0 million in nonperforming assets. The decrease was primarily due to the payoff of one nonperforming construction and land development loan with a recorded investment of $0.5 million at December 31, 2015.

The table below provides information concerning total nonperforming assets and certain asset quality ratios for the first quarter of 2016 and the previous four quarters.

	2016	2015			
(Dollars in thousands)	**First Quarter**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Nonperforming assets:					
Nonaccrual loans	$ 1,938	2,714	3,650	1,359	1,251
Other real estate owned	397	252	278	499	499
Total nonperforming assets	$ 2,335	2,966	3,928	1,858	1,750
as a % of loans and other real estate owned	0.54 %	0.70	0.93	0.45	0.44
as a % of total assets	0.28 %	0.36	0.48	0.23	0.22
Nonperforming loans as a % of total loans	0.45 %	0.64	0.86	0.33	0.32
Accruing loans 90 days or more past due	$		112	442	2

The table below provides information concerning the composition of nonaccrual loans for the first quarter of 2016 and the previous four quarters.

	2016	2015			
(In thousands)	**First Quarter**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**

Nonaccrual loans:					
Commercial and industrial	$ 42	43	81	46	51
Construction and land development	66	583	594	602	618
Commercial real estate	1,734	1,750	2,790	684	405
Residential real estate	96	325	185	27	177
Consumer installment		13			
Total nonaccrual loans	$ 1,938	2,714	3,650	1,359	1,251

The Company discontinues the accrual of interest income when (1) there is a significant deterioration in the financial condition of the borrower and full repayment of principal and interest is not expected or (2) the principal or interest is 90 days or more past due, unless the loan is both well-secured and in the process of collection. At March 31, 2016 and December 31, 2015, respectively, the Company had $1.9 million and $2.7 million in loans on nonaccrual.

At March 31, 2016 and December 31, 2015., there were no loans 90 days or more past due and still accruing.

Table of Contents

The table below provides information concerning the composition of other real estate owned for the first quarter of 2016 and the previous four quarters.

(In thousands)	2016 First Quarter	2015 Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Other real estate owned:					
Commercial:					
Developed lots	$ 252	252	252	252	252
Residential	145		26	247	247
Total other real estate owned	$ 397	252	278	499	499

At March 31, 2016 and December 31, 2015, respectively, the Company held $0.4 million and $0.3 million in OREO, which we acquired from borrowers.

Potential Problem Loans

Potential problem loans represent those loans with a well-defined weakness and where information about possible credit problems of a borrower have caused management to have serious doubts about the borrower s ability to comply with present repayment terms. This definition is believed to be substantially consistent with the standards established by the Federal Reserve, the Company s primary regulator, for loans classified as substandard, excluding nonaccrual loans. Potential problem loans, which are not included in nonperforming assets, amounted to $5.6 million, or 1.3% of total loans at March 31, 2016, compared to $5.9 million, or 1.4% of total loans at December 31, 2015.

The table below provides information concerning the composition of potential problem loans for the first quarter of 2016 and the previous four quarters.

(In thousands)	2016 First Quarter	2015 Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Potential problem loans:					
Commercial and industrial	$ 309	323	329	383	385
Construction and land development	477	593	578	627	768
Commercial real estate	783	491	501	503	880
Residential real estate	3,938	4,371	4,964	4,898	5,682
Consumer installment	110	114	128	167	112
Total potential problem loans	$ 5,617	5,892	6,500	6,578	7,827

At March 31, 2016, approximately $0.3 million, or 5.6%, of total potential problem loans were past due at least 30 days, but less than 90 days. At March 31, 2016, the remaining balance of potential problem loans were current or past due less than 30 days.

The following table is a summary of the Company s performing loans that were past due at least 30 days, but less than 90 days, for the first quarter of 2016 and the previous four quarters.

		2016	2015			
(In thousands)		**First Quarter**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Performing loans past due 30 to 89 days:						
Commercial and industrial	$	14	49	37	6	82
Construction and land development		129			12	319
Commercial real estate				182		
Residential real estate		623	1,334	335	415	1,417
Consumer installment		28	28	20	23	25
Total	$	794	1,411	574	456	1,843

Deposits

Total deposits were $737.4 million at March 31, 2016, compared to $723.6 million at December 31, 2015. Noninterest bearing deposits were $172.6 million, or 23.4% of total deposits, at March 31, 2016, compared to $156.8 million, or 21.7% of total deposits at December 31, 2015.

The average rate paid on total interest-bearing deposits was 0.69% in the first quarter of 2016 and 0.78% in the first quarter of 2015.

Other Borrowings

Other borrowings consist of short-term borrowings and long-term debt. Short-term borrowings consist of federal funds purchased and securities sold under agreements to repurchase with an original maturity less than one year. The Bank had available federal funds lines totaling $41.0 million with none outstanding at March 31, 2016, and at December 31, 2015, respectively. Securities sold under agreements to repurchase totaled $2.5 million and $3.0 million at March 31, 2016 and December 31, 2015, respectively.

The average rate paid on short-term borrowings was 0.51% in the first quarter of 2016 and 0.52% in the first quarter of 2015.

Long-term debt includes FHLB advances with an original maturity greater than one year and subordinated debentures related to trust preferred securities. The Bank had no long-term FHLB advances outstanding at March 31, 2016 and December 31, 2015, respectively. In March 2015, the Bank repaid a $5.0 million FHLB advance and incurred prepayment penalties of $0.4 million. At both March 31, 2016 and December 31, 2015, the Bank had $7.2 million in junior subordinated debentures related to trust preferred securities outstanding. The debentures mature on December 31, 2033 and have been redeemable since December 31, 2008.

The average rate paid on long-term debt was 3.51% in the first quarter of 2016 and 3.69% in the first quarter of 2015.

CAPITAL ADEQUACY

The Company s consolidated stockholders equity was $82.9 million and $79.9 million as of March 31, 2016 and December 31, 2015, respectively. The change from December 31, 2015 was primarily driven by net earnings of $2.2 million and other comprehensive income due to the change in unrealized gains (losses) on securities available-for-sale, net-of-tax, of $1.6 million, partially offset by cash dividends paid of $0.8 million.

The Company s tier 1 leverage ratio was 10.47%, common equity tier 1 (CET1) risk-based capital ratio was 15.36%, tier 1 risk-based capital ratio was 16.69%, and total risk-based capital ratio was 17.64% at March 31, 2016. These ratios exceed the minimum regulatory capital percentages of 5.0% for tier 1 leverage ratio, 6.5% for CET1 risk-based capital ratio, 8.0% for tier 1 risk-based capital ratio, and 10.0% for total risk-based capital ratio to be considered well capitalized. Based on current regulatory standards, the Company is classified as well capitalized.

MARKET AND LIQUIDITY RISK MANAGEMENT

Management s objective is to manage assets and liabilities to provide a satisfactory, consistent level of profitability within the framework of established liquidity, loan, investment, borrowing, and capital policies. The Bank s Asset Liability Management Committee (ALCO) is charged with the responsibility of monitoring these policies, which are designed to ensure an acceptable asset/liability composition. Two critical areas of focus for ALCO are interest rate risk and liquidity risk management.

Interest Rate Risk Management

In the normal course of business, the Company is exposed to market risk arising from fluctuations in interest rates. ALCO measures and evaluates interest rate risk so that the Bank can meet customer demands for various types of loans and deposits. Measurements used to help manage interest rate sensitivity include an earnings simulation model and an economic value of equity (EVE) model.

Earnings simulation. Management believes that interest rate risk is best estimated by our earnings simulation modeling. Forecasted levels of earning assets, interest-bearing liabilities, and off-balance sheet financial instruments are combined with ALCO forecasts of market interest rates for the next 12 months and other factors in order to produce various earnings simulations and estimates. To help limit interest rate risk, we have guidelines for earnings at risk which seek to limit the variance of net interest income from gradual changes in interest rates. For changes up or down in rates from management s flat interest rate forecast over the next 12 months, policy limits for net interest income variances are as follows:

+/- 20% for a gradual change of 400 basis points
+/- 15% for a gradual change of 300 basis points
+/- 10% for a gradual change of 200 basis points
+/- 5% for a gradual change of 100 basis points

At March 31, 2016, our earnings simulation model indicated that we were in compliance with the policy guidelines noted above.

Economic Value of Equity. EVE measures the extent that the estimated economic values of our assets, liabilities, and off-balance sheet items will change as a result of interest rate changes. Economic values are estimated by discounting expected cash flows from assets, liabilities, and off-balance sheet items, which establishes a base case EVE. In contrast with our earnings simulation model, which evaluates interest rate risk over a 12 month timeframe, EVE uses a terminal horizon which allows for the re-pricing of all assets, liabilities, and off-balance sheet items. Further, EVE is measured using values as of a point in time and does not reflect any actions that ALCO might take in responding to or anticipating changes in interest rates, or market and competitive conditions. To help limit interest rate risk, we have stated policy guidelines for an instantaneous basis point change in interest rates, such that our EVE should not decrease from our base case by more than the following:

45% for an instantaneous change of +/- 400 basis points
35% for an instantaneous change of +/- 300 basis points
25% for an instantaneous change of +/- 200 basis points
15% for an instantaneous change of +/- 100 basis points

At March 31, 2016, our EVE model indicated that we were in compliance with the policy guidelines noted above.

Each of the above analyses may not, on its own, be an accurate indicator of how our net interest income will be affected by changes in interest rates. Income associated with interest-earning assets and costs associated with interest-bearing liabilities may not be affected uniformly by changes in interest rates. In addition, the magnitude and duration of changes in interest rates may have a significant impact on net interest income. For example, although certain assets and liabilities may have similar maturities or periods of repricing, they may react in different degrees to changes in market interest rates, and other economic and market factors, including market perceptions. Interest rates on certain types of assets and liabilities fluctuate in advance of changes in general market rates, while interest rates on other types of assets and liabilities may lag behind changes in general market rates. In addition, certain assets, such as adjustable rate mortgage loans, have features (generally referred to as interest rate caps and floors) which limit changes in interest rates. Prepayment and early withdrawal levels also could deviate significantly from those assumed in calculating the maturity of certain instruments. The ability of many borrowers to service their debts also may decrease during periods of rising interest rates or economic stress, which may differ across industries and economic sectors. ALCO reviews each of the above interest rate sensitivity analyses along with several different interest rate scenarios in seeking satisfactory, consistent levels of profitability within the framework of the Company s established liquidity, loan, investment, borrowing, and capital policies.

The Company may also use derivative financial instruments to improve the balance between interest-sensitive assets and interest-sensitive liabilities, and as a tool to manage interest rate sensitivity while continuing to meet the credit and deposit needs of our customers. From time to time, the Company may enter into interest rate swaps (swaps) to facilitate customer transactions and meet their financing needs. These swaps qualify as derivatives, but are not designated as hedging instruments. At March 31, 2016 and December 31, 2015, the Company had no derivative contracts designated as part of a hedging relationship to assist in managing its interest rate sensitivity.

Table of Contents

Liquidity Risk Management

Liquidity is the Company s ability to convert assets into cash equivalents in order to meet daily cash flow requirements, primarily for deposit withdrawals, loan demand and maturing obligations. Without proper management of its liquidity, the Company could experience higher costs of obtaining funds due to insufficient liquidity, while excessive liquidity can lead to a decline in earnings due to the cost of foregoing alternative higher-yielding investment opportunities.

Liquidity is managed at two levels. The first is the liquidity of the Company. The second is the liquidity of the Bank. The management of liquidity at both levels is essential, because the Company and the Bank are separate legal entities with different funding needs and sources, and each are subject to regulatory guidelines and requirements.

The primary source of funding and the primary source of liquidity for the Company include dividends received from the Bank, and secondarily proceeds from the possible issuance of common stock or other securities. Primary uses of funds by the Company include dividends paid to stockholders, stock repurchases, and interest payments on junior subordinated debentures issued by the Company in connection with trust preferred securities. The junior subordinated debentures are presented as long-term debt in the accompanying consolidated balance sheets and the related trust preferred securities are currently includible in Tier 1 Capital for regulatory capital purposes.

Primary sources of funding for the Bank include customer deposits, other borrowings, repayment and maturity of securities, sales of securities, and the sale and repayment of loans. The Bank has access to federal funds lines from various banks and borrowings from the Federal Reserve discount window. In addition to these sources, the Bank may participate in the FHLB s advance program to obtain funding for its growth. Advances include both fixed and variable terms and may be taken out with varying maturities. At March 31, 2016, the Bank had a remaining available line of credit with the FHLB of $241.1 million. At March 31, 2016, the Bank also had $41.0 million of available federal funds lines with none outstanding. Primary uses of funds include repayment of maturing obligations and growing the loan portfolio.

Management believes that the Company and the Bank have adequate sources of liquidity to meet all known contractual obligations and unfunded commitments, including loan commitments and reasonable borrower, depositor, and creditor requirements over the next twelve months.

Off-Balance Sheet Arrangements, Commitments and Contingencies

At March 31, 2016, the Bank had outstanding standby letters of credit of $8.9 million and unfunded loan commitments outstanding of $46.1 million. Because these commitments generally have fixed expiration dates and many will expire without being drawn upon, the total commitment level does not necessarily represent future cash requirements. If needed to fund these outstanding commitments, the Bank could liquidate federal funds sold or a portion of securities available-for-sale, or draw on its available credit facilities.

Mortgage lending activities

Since 2009, we have primarily sold residential mortgage loans in the secondary market to Fannie Mae while retaining the servicing of these loans. The sale agreements for these residential mortgage loans with Fannie Mae and other investors include various representations and warranties regarding the origination and characteristics of the residential mortgage loans. Although the representations and warranties vary among investors, they typically cover ownership of the loan, validity of the lien securing the loan, the absence of delinquent taxes or liens against the property securing the loan, compliance with loan criteria set forth in the applicable agreement, compliance with applicable federal, state, and local laws, among other matters.

As of March 31, 2016, the unpaid principal balance of residential mortgage loans, which we have originated and sold, but retained the servicing rights was $356.0 million. Although these loans are generally sold on a non-recourse basis, we may be obligated to repurchase residential mortgage loans or reimburse investors for losses incurred (make whole requests) if a loan review reveals a potential breach of seller representations and warranties. Upon receipt of a repurchase or make whole request, we work with investors to arrive at a mutually agreeable resolution. Repurchase and make whole requests are typically reviewed on an individual loan by loan basis to validate the claims made by the investor and to determine if a contractually required repurchase or make whole event has occurred. We seek to reduce and manage the risks of potential repurchases, make whole requests, or other claims by mortgage loan investors through our underwriting and quality assurance practices and by servicing mortgage loans to meet investor and secondary market standards.

In the first quarter of 2016, as a result of the representation and warranty provisions contained in the Company s sale agreements with Fannie Mae, the Company was required to repurchase one loan with a principal balance of $198,000 that was current as to principal and interest at the time of repurchase. At March 31, 2016, the Company had no pending repurchase or make whole requests.

We service all residential mortgage loans originated and sold by us to Fannie Mae. As servicer, our primary duties are to: (1) collect payments due from borrowers; (2) advance certain delinquent payments of principal and interest; (3) maintain and administer any hazard, title, or primary mortgage insurance policies relating to the mortgage loans; (4) maintain any required escrow accounts for payment of taxes and insurance and administer escrow payments; and (5) foreclose on defaulted mortgage loans or take other actions to mitigate the potential losses to investors consistent with the agreements governing our rights and duties as servicer.

The agreement under which we act as servicer generally specifies a standard of responsibility for actions taken by us in such capacity and provides protection against expenses and liabilities incurred by us when acting in compliance with the respective servicing agreements. However, if we commit a material breach of our obligations as servicer, we may be subject to termination if the breach is not cured within a specified period following notice. The standards governing servicing and the possible remedies for violations of such standards are determined by servicing guides issued by Fannie Mae as well as the contract provisions established between Fannie Mae and the Bank. Remedies could include repurchase of an affected loan.

Although repurchase and make whole requests related to representation and warranty provisions and servicing activities have been limited to date, it is possible that requests to repurchase mortgage loans or reimburse investors for losses incurred (make whole requests) may increase in frequency if investors more aggressively pursue all means of recovering losses on their purchased loans. As of March 31, 2016, we do not believe that this exposure is material due to the historical level of repurchase requests and loss trends, in addition to the fact that 98% of our residential mortgage loans serviced for Fannie Mae were current as of such date. We maintain ongoing communications with our investors and will continue to evaluate this exposure by monitoring the level and number of repurchase requests as well as the delinquency rates in our investor portfolios.

Effects of Inflation and Changing Prices

The Consolidated Financial Statements and related consolidated financial data presented herein have been prepared in accordance with U.S. generally accepted accounting principles and practices within the banking industry which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution s performance than the effects of general levels of inflation.

CURRENT ACCOUNTING DEVELOPMENTS

The following Accounting Standards Updates (Updates or ASUs) have been issued by the FASB but are not yet effective.

ASU 2014-09, *Revenue from Contracts with Customers;*

ASU 2015-14, *Revenue from Contracts with Customers Deferral of the Effective Date;*

ASU 2016-01, *Financial Instruments Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*; and

ASU 2016-02, *Leases.*
Information about these pronouncements is described in more detail below.

ASU 2014-09, *Revenue from Contracts with Customers*, provides a comprehensive and converged standard on revenue recognition. The new guidance is intended to improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects consideration to which the entity expects to be entitled in exchange for those goods and services. This guidance also requires new qualitative and quantitative disclosures related to revenue from contracts with customers. In August 2015, FASB issued ASU 2015-14, *Revenue from Contracts with Customers Deferral of the Effective Date,* which defers the effective date by one year. With the deferral, these changes are effective for the Company in the first quarter of 2018 with retrospective application to each prior reporting period or with the cumulative effect of initially applying this Update at the date of initial application. Early adoption is not permitted. The Company is currently evaluating the impact this ASU will have on its consolidated financial statements.

Table of Contents

ASU 2016-01, *Financial Instruments Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*, enhances the reporting model for financial instruments to provide users of financial statements with more decision-useful information. The ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Some of the amendments include the following: 1) Require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; 2) Simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; 3) Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; 4) Require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value; among others. For public business entities, the amendments of this ASU are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the impact of this ASU will have on its consolidated financial statements.

ASU 2016-02, *Leases,* requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for lease term. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2018. The amendment should be applied at the beginning of the earliest period presented using a modified retrospective approach with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

Table of Contents

Table 1 Explanation of Non-GAAP Financial Measures

In addition to results presented in accordance with U.S. generally accepted accounting principles (GAAP), this quarterly report on Form 10-Q includes certain designated net interest income amounts presented on a tax-equivalent basis, a non-GAAP financial measure, including the presentation and calculation of the efficiency ratio.

The Company believes the presentation of net interest income on a tax-equivalent basis provides comparability of net interest income from both taxable and tax-exempt sources and facilitates comparability within the industry. Although the Company believes these non-GAAP financial measures enhance investors understanding of its business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP. The reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures are presented below.

(in thousands)	2016 First Quarter	2015 Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Net interest income (GAAP)	**$ 5,697**	**5,737**	**5,670**	**5,788**	**5,523**
Tax-equivalent adjustment	322	328	341	338	335
Net interest income (Tax-equivalent)	**$ 6,019**	**6,065**	**6,011**	**6,126**	**5,858**

Table of Contents

Table 2 - Selected Quarterly Financial Data

	2016	2015			
(Dollars in thousands, except per share amounts)	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Results of Operations					
Net interest income (a)	$ 6,019	6,065	6,011	6,126	5,858
Less: tax-equivalent adjustment	322	328	341	338	335
Net interest income (GAAP)	5,697	5,737	5,670	5,788	5,523
Noninterest income	834	988	1,056	1,167	1,321
Total revenue	6,531	6,725	6,726	6,955	6,844
Provision for loan losses	(600)		200		
Noninterest expense	4,109	4,137	3,892	4,029	4,314
Income tax expense	831	652	724	776	668
Net earnings	$ 2,191	1,936	1,910	2,150	1,862
Per share data:					
Basic and diluted net earnings	$ 0.60	0.53	0.52	0.59	0.51
Cash dividends declared	0.225	0.22	0.22	0.22	0.22
Weighted average shares outstanding:					
Basic and diluted	3,643,484	3,643,478	3,643,455	3,643,413	3,643,365
Shares outstanding, at period end	3,643,503	3,643,478	3,643,478	3,643,428	3,643,378
Book value	$ 22.75	21.94	21.85	21.15	21.28
Common stock price					
High	$ 30.49	30.39	27.80	25.75	25.25
Low	24.56	26.14	25.78	24.51	23.15
Period end:	28.25	29.62	26.47	25.73	24.85
To earnings ratio	12.61x	13.78	12.37	12.08	12.12
To book value	124%	135	121	122	117
Performance ratios:					
Return on average equity	10.82%	9.59	9.75	10.91	9.68
Return on average assets	1.07%	0.95	0.95	1.09	0.93
Dividend payout ratio	37.50%	41.51	42.31	37.29	43.14
Asset Quality:					
Allowance for loan losses as a % of:					
Loans	1.11%	1.01	1.21	1.20	1.19
Nonperforming loans	246%	158	140	360	377
Nonperforming assets as a % of:					
Loans and other real estate owned	0.54%	0.70	0.93	0.45	0.44
Total assets	0.28%	0.36	0.48	0.23	0.22
Nonperforming loans as a % of total loans	0.45%	0.64	0.86	0.33	0.32
Annualized net (recoveries) charge-offs as % of average loans	(1.01)%	0.79	(0.04)	(0.16)	0.11
Capital Adequacy:					

CET 1 risk-based capital ratio	15.36%	15.28	15.01	15.42	15.38
Tier 1 risk-based capital ratio	16.69%	16.57	16.29	16.76	16.83
Total risk-based capital ratio	17.64%	17.44	17.33	17.78	17.84
Tier 1 Leverage Ratio	10.47%	10.35	10.37	10.39	10.13
Other financial data:					
Net interest margin (a)	3.12%	3.12	3.13	3.29	3.15
Effective income tax rate	27.50%	25.19	27.49	26.52	26.40
Efficiency ratio (b)	59.96%	58.66	55.07	55.24	60.09
Selected average balances:					
Securities	$ 237,087	246,130	251,393	259,376	264,268
Loans, net of unearned income	429,528	426,192	416,210	402,482	400,161
Total assets	821,382	815,616	806,764	791,889	802,062
Total deposits	726,354	720,854	714,960	699,453	705,746
Long-term debt	7,217	7,217	7,217	7,217	11,550
Total stockholders equity	80,965	80,764	78,387	78,791	76,915
Selected period end balances:					
Securities	$ 234,109	241,687	250,142	252,906	262,141
Loans, net of unearned income	431,763	426,410	422,572	408,495	396,613
Allowance for loan losses	4,774	4,289	5,127	4,886	4,722
Total assets	833,328	817,189	817,994	806,233	790,224
Total deposits	737,361	723,627	724,311	715,994	698,336
Long-term debt	7,217	7,217	7,217	7,217	7,217
Total stockholders equity	82,887	79,949	79,599	77,053	77,544

(a) Tax-equivalent. See Table 1 - Explanation of Non-GAAP Financial Measures.

(b) Efficiency ratio is the result of noninterest expense divided by the sum of noninterest income and tax-equivalent net interest income.

Table of Contents

Table 3 - Average Balances and Net Interest Income Analysis

	Quarter ended March 31,					
	2016			2015		
(Dollars in thousands)	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
Interest-earning assets:						
Loans and loans held for sale (1)	$ 430,545	$ 5,096	4.76%	$ 403,109	$ 5,006	5.04%
Securities - taxable	170,125	898	2.12%	196,234	1,040	2.15%
Securities - tax-exempt (2)	66,963	947	5.69%	68,034	986	5.88%
Total securities	237,088	1,845	3.13%	264,268	2,026	3.11%
Federal funds sold	58,415	71	0.49%	74,514	35	0.19%
Interest bearing bank deposits	49,983	55	0.44%	13,408	4	0.12%
Total interest-earning assets	776,031	$ 7,067	3.66%	755,299	$ 7,071	3.80%
Cash and due from banks	13,120			13,800		
Other assets	32,231			32,963		
Total assets	$ 821,382			$ 802,062		
Interest-bearing liabilities:						
Deposits:						
NOW	$ 122,151	$ 95	0.31%	$ 114,675	$ 86	0.30%
Savings and money market	229,865	219	0.38%	211,797	226	0.43%
Certificates of deposits less than $100,000	84,006	200	0.96%	95,460	254	1.08%
Certificates of deposits and other time deposits of $100,000 or more	133,420	467	1.41%	147,750	536	1.47%
Total interest-bearing deposits	569,442	981	0.69%	569,682	1,102	0.78%
Short-term borrowings	3,155	4	0.51%	4,661	6	0.52%
Long-term debt	7,217	63	3.51%	11,550	105	3.69%
Total interest-bearing liabilities	579,814	$ 1,048	0.73%	585,893	$ 1,213	0.84%
Noninterest-bearing deposits	156,912			136,064		
Other liabilities	3,691			3,190		
Stockholders equity	80,965			76,915		
Total liabilities and stockholders equity	$ 821,382			$ 802,062		
Net interest income and margin		$ 6,019	3.12%		$ 5,858	3.15%

(1) Average loan balances are shown net of unearned income and loans on nonaccrual status have been included in the computation of average balances.
(2) Yields on tax-exempt securities have been computed on a tax-equivalent basis using an income tax rate of 34%.

46

Table of Contents

Table 4 - Loan Portfolio Composition

	2016	2015			
(In thousands)	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Commercial and industrial	$ 50,192	52,479	47,925	57,310	52,536
Construction and land development	45,953	43,694	41,592	38,854	37,925
Commercial real estate	209,320	203,853	201,449	184,124	182,871
Residential real estate	117,046	116,673	117,863	115,039	111,265
Consumer installment	9,769	10,220	14,362	13,632	12,478
Total loans	432,280	426,919	423,191	408,959	397,075
Less: unearned income	(517)	(509)	(619)	(464)	(462)
Loans, net of unearned income	431,763	426,410	422,572	408,495	396,613
Less: allowance for loan losses	(4,774)	(4,289)	(5,127)	(4,886)	(4,722)
Loans, net	$ 426,989	422,121	417,445	403,609	391,891

Table of Contents

Table 5 - Allowance for Loan Losses and Nonperforming Assets

(Dollars in thousands)	2016 First Quarter	2015 Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Allowance for loan losses:					
Balance at beginning of period	$ 4,289	5,127	4,886	4,722	4,836
Charge-offs:					
Commercial and industrial		(42)			(58)
Commercial real estate		(866)			
Residential real estate	(118)	(3)	(26)		(60)
Consumer installment	(26)	(14)	(23)	(5)	(17)
Total charge-offs	(144)	(925)	(49)	(5)	(135)
Recoveries	1,229	87	90	169	21
Net recoveries (charge-offs)	1,085	(838)	41	164	(114)
Provision for loan losses	(600)		200		
Ending balance	$ 4,774	4,289	5,127	4,886	4,722
as a % of loans	1.11 %	1.01	1.21	1.20	1.19
as a % of nonperforming loans	246 %	158	140	360	377
Net (recoveries) charge-offs as % of avg. loans (a)	(1.01)%	0.79	(0.04)	(0.16)	0.11
Nonperforming assets:					
Nonaccrual loans	$ 1,938	2,714	3,650	1,359	1,251
Other real estate owned	397	252	278	499	499
Total nonperforming assets	$ 2,335	2,966	3,928	1,858	1,750
as a % of loans and other real estate owned	0.54 %	0.70	0.93	0.45	0.44
as a % of total assets	0.28 %	0.36	0.48	0.23	0.22
Nonperforming loans as a % of total loans	0.45 %	0.64	0.86	0.33	0.32
Accruing loans 90 days or more past due	$		112	442	2

(a) Net (recoveries) charge-offs are annualized.

Table of Contents

Table 6 - Allocation of Allowance for Loan Losses

	2016		2015							
	First Quarter		Fourth Quarter		Third Quarter		Second Quarter		First Quarter	
(Dollars in thousands)	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***
Commercial and industrial	$ 517	11.6	$ 523	12.3	$ 504	11.3	$ 681	14.0	$ 644	13.2
Construction and land development	695	10.6	669	10.2	627	9.8	640	9.6	830	9.6
Commercial real estate	2,403	48.4	1,879	47.8	2,679	47.6	2,146	45.0	1,888	46.1
Residential real estate	1,026	27.1	1,059	27.3	1,103	27.9	1,180	28.1	1,153	28.0
Consumer installment	133	2.3	159	2.4	214	3.4	239	3.3	207	3.1
Total allowance for loan losses	$ 4,774		$ 4,289		$ 5,127		$ 4,886		$ 4,722	

* Loan balance in each category expressed as a percentage of total loans.

49

Table of Contents

Table 7 - CDs and Other Time Deposits of $100,000 or More

(Dollars in thousands)	**March 31, 2016**
Maturity of:	
3 months or less	$ 9,175
Over 3 months through 6 months	13,462
Over 6 months through 12 months	35,460
Over 12 months	74,398
Total CDs and other time deposits of $100,000 or more	$ 132,495

50

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information called for by ITEM 3 is set forth in ITEM 2 under the caption MARKET AND LIQUIDITY RISK MANAGEMENT and is incorporated herein by reference.

ITEM 4. CONTROLS AND PROCEDURES

The Company, with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation and as of the end of the period covered by this report, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective to allow timely decisions regarding disclosure in its reports that the Company files or submits to the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. There have been no changes in the Company s internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the normal course of its business, the Company and the Bank are, from time to time, involved in legal proceedings. The Company s and Bank s management believe there are no pending or threatened legal, governmental, or regulatory proceedings that, upon resolution, are expected to have a material adverse effect upon the Company s or the Bank s financial condition or results of operations. See also, Part I, Item 3 of the Company s Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. RISK FACTORS in the Company s Annual Report on Form 10-K for the year ended December 31, 2015, which could materially affect our business, financial condition or future results. The risks described in our annual report on Form 10-K are not the only the risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results in the future.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

Table of Contents

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	Certificate of Incorporation of Auburn National Bancorporation, Inc. and all amendments thereto.*
3.2	Amended and Restated Bylaws of Auburn National Bancorporation, Inc., adopted as of November 13, 2007.**
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, As Adopted Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002, by E.L. Spencer, Jr., President, Chief Executive Officer and Chairman of the Board.
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, As Adopted Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002, by David A. Hedges, Executive Vice President, Chief Financial Officer.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002, by E.L. Spencer, Jr., President, Chief Executive Officer and Chairman of the Board.***
32.2	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002, by David A. Hedges, Executive Vice President, Chief Financial Officer.***
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Incorporated by reference from Registrant s Form 10-Q dated September 30, 2002.

** Incorporated by reference from Registrant s Form 10-K dated March 31, 2008.

*** The certifications attached as exhibits 32.1 and 32.2 to this quarterly report on Form 10-Q are furnished to the Securities and Exchange Commission pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Table of Contents

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.

AUBURN NATIONAL BANCORPORATION, INC.

(Registrant)

Date: April 29, 2016	By: /s/ E. L. Spencer, Jr. E. L. Spencer, Jr. President, Chief Executive Officer and Chairman of the Board
Date: April 29, 2016	By: /s/ David A. Hedges David A. Hedges EVP, Chief Financial Officer