SIERRA BANCORP
Form 10-Q
November 07, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2013

Commission file number: 000-33063

Sierra Bancorp
(Exact name of Registrant as specified in its charter)

California	33-0937517
(State of Incorporation)	(IRS Employer Identification No)

86 North Main Street, Porterville, California 93257
(Address of principal executive offices) (Zip Code)

(559) 782-4900
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Yes R No £

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

Yes R 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.

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

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes £ No þ

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

Common stock, no par value, 14,196,659 shares outstanding as of October 31, 2013

FORM 10-Q

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PART I - FINANCIAL INFORMATION
Item 1 Financial Statements

SIERRA BANCORP
CONSOLIDATED BALANCE SHEETS
(dollars in thousands)

	September 30, 2013 (unaudited)	December 31, 2012 (audited)
ASSETS		
Cash and due from banks	$ 48,651	$ 42,079
Interest-bearing deposits in banks	12,318	19,739
Total Cash & Cash Equivalents	60,969	61,818
Investment securities available for sale	406,089	380,188
Loans held for sale	267	210
Loans and leases:		
Gross loans and leases	810,328	879,795
Allowance for loan and lease losses	(11,824)	(13,873)
Deferred loan and lease fees, net	1,246	1,156
Net Loans and Leases	799,750	867,078
Premises and equipment, net	20,493	21,830
Operating leases, net	-	12
Foreclosed assets	8,904	19,754
Goodwill	5,544	5,544
Other assets	81,283	81,469
TOTAL ASSETS	$ 1,383,299	$ 1,437,903
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$ 354,814	$ 352,597
Interest bearing	796,664	821,437
Total Deposits	1,151,478	1,174,034
Federal funds purchased and repurchase agreements	5,696	1,419
Short-term borrowings	-	36,650
Long-term borrowings	-	5,000
Junior subordinated debentures	30,928	30,928
Other liabilities	17,141	15,980
TOTAL LIABILITIES	1,205,243	1,264,011
SHAREHOLDERS' EQUITY		
Common stock, no par value; 24,000,000 shares authorized; 14,194,659 and 14,106,959 shares issued and outstanding at September 30, 2013 and December 31, 2012, respectively	65,505	64,384
Additional paid in capital	2,624	2,660
Retained earnings	109,942	103,128
Accumulated other comprehensive (loss) income	(15)	3,720
TOTAL SHAREHOLDERS' EQUITY	178,056	173,892
	$ 1,383,299	$ 1,437,903

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY

The accompanying notes are an integral part of these consolidated financial statements

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SIERRA BANCORP
CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands, except per share data, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Interest income:				
Interest and fees on loans	$ 10,932	$ 11,954	$ 33,207	$ 34,251
Interest on investment securities:				
Taxable	1,132	1,523	3,328	5,159
Tax-exempt	699	700	1,990	2,052
Interest on federal funds sold and interest-bearing deposits	28	15	72	51
Total interest income	12,791	14,192	38,597	41,513
Interest expense:				
Interest on deposits	606	796	1,894	2,490
Interest on short-term borrowings	4	23	16	41
Interest on long-term borrowings	-	51	33	231
Interest on mandatorily redeemable trust preferred securities	180	193	536	586
Total interest expense	790	1,063	2,479	3,348
Net Interest Income	12,001	13,129	36,118	38,165
Provision for loan losses	800	4,700	2,850	10,610
Net Interest Income after Provision for Loan Losses	11,201	8,429	33,268	27,555
Non-interest income:				
Service charges on deposit accounts	2,354	2,525	6,642	7,229
Gains on investment securities available-for-sale	-	90	6	161
Other income, net	1,965	1,765	5,808	5,213
Total non-interest income	4,319	4,380	12,456	12,603
Non-interest expense:				
Salaries and employee benefits	5,394	5,278	16,717	15,855
Occupancy expense	1,554	1,669	4,702	4,721
Other	4,542	4,548	12,608	13,441
Total non-interest expenses	11,490	11,495	34,027	34,017
Income before income taxes	4,030	1,314	11,697	6,141
Provision for income taxes	663	(321)	2,198	54
Net Income	$ 3,367	$ 1,635	$ 9,499	$ 6,087

PER SHARE DATA								
Book value	$	12.54	$	12.37	$	12.54	$	12.37
Cash dividends	$	0.07	$	0.06	$	0.19	$	0.18
Earnings per share basic	$	0.24	$	0.12	$	0.67	$	0.43
Earnings per share diluted	$	0.23	$	0.12	$	0.67	$	0.43
Average shares outstanding, basic		14,176,732		14,103,543		14,139,697		14,102,880
Average shares outstanding, diluted		14,329,177		14,138,682		14,256,782		14,114,962
Total shareholder Equity (in thousands)	$	178,056	$	174,473	$	178,056	$	174,473
Shares outstanding		14,194,659		14,103,849		14,194,659		14,103,849
Dividends Paid (in thousands)	$	992	$	846	$	2,686	$	2,538

The accompanying notes are an integral part of these consolidated financial statements

SIERRA BANCORP
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(dollars in thousands, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net Income	$ 3,367	$ 1,635	$ 9,499	$ 6,087
Other comprehensive income, before tax:				
Unrealized gains on securities:				
Unrealized holding (losses) gains arising during period	(100)	1,926	(6,342)	3,635
Less: reclassification adjustment for gains [1] included in net income	-	(90)	(6)	(161)
Other comprehensive (loss) income, before tax	(100)	1,836	(6,348)	3,474
Income tax expense related to items of other comprehensive (loss) income, net of tax	41	(756)	2,613	(1,434)
Other comprehensive (loss) income	(59)	1,080	(3,735)	2,040
Comprehensive income	$ 3,308	$ 2,715	$ 5,764	$ 8,127

[1] Amounts are included in net gains on investment securities available-for-sale on the Consolidated Statements of Income in non-interest revenue. Income tax expense associated with the reclassification adjustment for the quarters ended September 30, 2013 and 2012 was zero and $37 thousand, respectively. Income tax expense associated with the reclassification adjustment for the nine months ended September 30, 2013 and 2012 was $2 thousand and $66 thousand, respectively.

The accompanying notes are an integral part of these consolidated financial statements

SIERRA BANCORP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands, unaudited)

	Nine Months Ended September 30, 2013	2012
Cash flows from operating activities:		
Net income	$ 9,499	$ 6,087
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales of securities	(6)	(161)
Gain on sales of loans	(92)	(139)
(Gain) Loss on disposal of fixed assets	(15)	10
Loss on sale on foreclosed assets	568	709
Writedowns on foreclosed assets	695	1,610
Share-based compensation expense	218	183
Provision for loan losses	2,850	10,610
Depreciation	1,639	1,813
Net amortization on securities premiums and discounts	6,441	6,214
Increase in unearned net loan fees	(90)	(304)
Increase in cash surrender value of life insurance policies	(1,389)	(30)
Proceeds from sales of loans portfolio	3,662	5,717
Increase in loans held-for-sale	(3,627)	(4,842)
Decrease (Increase) in interest receivable and other assets	3,119	(677)
Increase in other liabilities	1,161	1,179
Net Decrease in FHLB Stock	438	670
Deferred Income Tax Provision	378	318
Excess tax benefit from equity based compensation	(253)	(39)
Net cash provided by operating activities	25,196	28,928
Cash flows from investing activities:		
Maturities of securities available for sale	1,399	1,080
Proceeds from sales/calls of securities available for sale	3,454	11,319
Purchases of securities available for sale	(120,352)	(99,084)
Principal pay downs on securities available for sale	76,815	75,953
Net Decrease (Increase) in loans receivable, net	61,039	(125,316)
Purchases of premises and equipment, net	(275)	(3,204)
Proceeds from sales of foreclosed assets	13,116	13,898
Net cash provided by (used in) investing activities	35,196	(125,354)
Cash flows from financing activities:		
(Decrease) Increase in deposits	(22,556)	59,585
(Decrease) Increase in borrowed funds	(41,650)	20,780
Increase in repurchase agreements	4,277	597
Cash dividends paid	(2,686)	(2,538)
Stock options exercised	1,121	22
Excess tax benefit from equity based compensation	253	39
Net cash (used in) provided by financing activities	(61,241)	78,485
Decrease in cash and due from banks	(849)	(17,941)

Cash and Cash Equivalents		
Beginning of period	61,818	63,036
End of period	$ 60,969	$ 45,095

The accompanying notes are an integral part of these consolidated financial statements

Sierra Bancorp
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2013

Note 1 The Business of Sierra Bancorp

Sierra Bancorp (the "Company") is a California corporation headquartered in Porterville, California, and is a registered bank holding company under federal banking laws. The Company was formed to serve as the holding company for Bank of the Sierra (the "Bank"), and has been the Bank's sole shareholder since August 2001. The Company exists primarily for the purpose of holding the stock of the Bank and of such other subsidiaries it may acquire or establish. At the present time, the Company's only other subsidiaries are Sierra Statutory Trust II and Sierra Capital Trust III, which were formed in March 2004 and June 2006, respectively, solely to facilitate the issuance of capital trust pass-through securities (TRUPS). Pursuant to the Financial Accounting Standards Board's (FASB's) standard on the consolidation of variable interest entities, these trusts are not reflected on a consolidated basis in the Company's financial statements. References herein to the "Company" include Sierra Bancorp and its consolidated subsidiary, the Bank, unless the context indicates otherwise.

The Bank is a California state-chartered bank headquartered in Porterville, California, that offers a full range of retail and commercial banking services primarily to communities in the central and southern regions of the San Joaquin Valley. Our branch footprint stretches from Fresno on the north to Bakersfield on the south, and on the southern end extends east through the Tehachapi plateau and into the northwestern tip of the Mojave Desert. The Bank was incorporated in September 1977 and opened for business in January 1978, and in the ensuing years has grown to be the largest independent bank headquartered in the South San Joaquin Valley. Our growth has primarily been organic, but includes the acquisition of Sierra National Bank in 2000. We currently operate 25 full service branch offices throughout our geographic footprint, as well as an internet branch which provides the ability to open deposit accounts online. The Bank's most recent branching activity includes the relocation of our Clovis branch to a larger facility in a more convenient location in the third quarter of 2012. In addition to our full-service branches, the Bank has a real estate industries group, an agricultural credit division, an SBA lending unit, and offsite ATM's at six different non-branch locations. The Bank's deposit accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to maximum insurable amounts.

Note 2 Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in a condensed format, and therefore do not include all of the information and footnotes required by U.S. generally accepted accounting principles (GAAP) for complete financial statements. The information furnished in these interim statements reflects all adjustments that are, in the opinion of management, necessary for a fair statement of the results for such period. Such adjustments are of a normal recurring nature, unless otherwise disclosed in this Form 10-Q. In preparing the accompanying consolidated financial statements, management has taken subsequent events into consideration and recognized them where appropriate. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for any other quarter, or for the full year. Certain amounts reported for 2012 have been reclassified to be consistent with the reporting for 2013. The interim financial information should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission.

Note 3 Current Accounting Developments

In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, with the goal of improving the reporting of reclassifications out of accumulated other comprehensive income. ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income, by component. In addition, if the amount reclassified is required under U.S. Generally Accepted Accounting Principles (GAAP) to be reclassified to net income in its entirety in the same reporting period, an entity is required to present significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. For public entities, this update became effective prospectively for reporting periods beginning after December 15, 2012. We adopted ASU 2013-02 commencing with our report on Form 10-Q filed for the first quarter of 2013.

Note 4 Supplemental Disclosure of Cash Flow Information

During the nine months ended September 30, 2013 and 2012, cash paid for interest due on interest-bearing liabilities was $2.621 million and $3.087 million, respectively. There was no cash paid for income taxes during the nine months ended September 30, 2013 and 2012. Assets totaling $4.068 million and $20.724 million were acquired in settlement of loans for the nine months ended September 30, 2013 and September 30, 2012, respectively. We received $11.926 million in cash from the sale of foreclosed assets during the first nine months of 2013 relative to $10.134 million during the first nine months of 2012, which represents sales proceeds less loans extended to finance such sales totaling $1.190 million for the first nine months of 2013 and $3.735 million for the first nine months of 2012.

Note 5 Share Based Compensation

The 2007 Stock Incentive Plan (the "2007 Plan") was adopted by the Company in 2007. Our 1998 Stock Option Plan (the "1998 Plan") was concurrently terminated, although options to purchase 149,350 shares that were granted under the 1998 Plan were still outstanding as of September 30, 2013 and remain unaffected by that plan's termination. The 2007 Plan provides for the issuance of both "incentive" and "nonqualified" stock options to officers and employees, and of "nonqualified" stock options to non-employee directors of the Company. The 2007 Plan also provides for the potential issuance of restricted stock awards to these same classes of eligible participants, on such terms and conditions as are established at the discretion of the Board of Directors or the Compensation Committee. The total number of shares of the Company's authorized but unissued stock reserved for issuance pursuant to awards under the 2007 Plan was initially 1,500,000 shares, although the number remaining available for grant as of September 30, 2013 was 774,640. The dilutive impact of stock options outstanding is discussed below in Note 6, Earnings per Share. No restricted stock awards have been issued by the Company.

Pursuant to FASB's standards on stock compensation, the value of each option granted is reflected in our income statement as employee compensation or directors' expense, by amortizing the value over the vesting period of such option or by expensing it as of the grant date for immediately vested options. The Company is utilizing the Black-Scholes model to value stock options, and the "multiple option" approach is used to allocate the resulting valuation to actual expense. Under the multiple option approach, an employee's options for each vesting period are separately valued and amortized. This appears to be the preferred method for option grants with graded vesting, which is applicable for most options granted by the Company. A pre-tax charge of $67,000 was reflected in the Company's income statement during the third quarter of 2013 and $61,000 was charged during the third quarter of 2012, as expense related to stock options. For the first nine months, the charges amounted to $218,000 in 2013 and $183,000 in 2012.

Note 6 Earnings per Share

The computation of earnings per share, as presented in the Consolidated Statements of Income, is based on the weighted average number of shares outstanding during each period. There were 14,176,732 weighted average shares outstanding during the third quarter of 2013, and 14,103,543 during the third quarter of 2012. There were 14,139,697 weighted average shares outstanding during the first nine months of 2013, and 14,102,880 during the first nine months of 2012.

Diluted earnings per share include the effect of the potential issuance of common shares, which for the Company is limited to shares that would be issued on the exercise of "in-the-money" stock options. The dilutive effect of options outstanding was calculated using the treasury stock method, excluding anti-dilutive shares and adjusting for unamortized expense and windfall tax benefits. For the third quarter and first nine months of 2013 the dilutive effect of options outstanding calculated under the treasury stock method totaled 152,445 and 117,085, respectively, which were added to basic weighted average shares outstanding for purposes of calculating diluted earnings per share. Likewise, for the third quarter and first nine months of 2012 shares totaling 35,139 and 12,082, respectively, were added to basic weighted average shares outstanding in order to calculate diluted earnings per share.

Note 7 Comprehensive Income

Comprehensive income, as presented in the Consolidated Statements of Comprehensive Income, includes net income and other comprehensive income. The Company's only source of other comprehensive income is unrealized gains and losses on available-for-sale investment securities. Gains or losses on investment securities that were realized and included in net income of the current period, which had previously been included in other comprehensive income as unrealized holding gains or losses in the period in which they arose, are considered to be reclassification adjustments that are excluded from other comprehensive income in the current period.

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Note 8 Financial Instruments with Off-Balance-Sheet Risk

The Company is a party to financial instruments with off balance sheet risk in the normal course of business, in order to meet the financing needs of its customers. Those financial instruments consist of unused commitments to extend credit and standby letters of credit. They involve, to varying degrees, elements of risk in excess of the amount recognized in the balance sheet. The Company's exposure to credit loss in the event of nonperformance by counterparties for commitments to extend credit and letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and issuing letters of credit as it does for originating loans included on the balance sheet. The following financial instruments represent off balance sheet credit risk (dollars in thousands):

	September 30, 2013	December 31, 2012
Commitments to extend credit	$ 438,054	$ 225,400
Standby letters of credit	$ 8,616	$ 6,690
Commercial letters of credit	$ 8,071	$ 8,539

Commitments to extend credit consist primarily of the unused or unfunded portions of the following: home equity lines of credit; commercial real estate construction loans, where disbursements are made over the course of construction; commercial revolving lines of credit; mortgage warehouse lines of credit; unsecured personal lines of credit; and formalized (disclosed) deposit account overdraft lines. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many commitments are expected to expire without being drawn upon, the unused portions of committed amounts do not necessarily represent future cash requirements.

Standby letters of credit are generally unsecured and are issued by the Company to guarantee the performance of a customer to a third party, while commercial letters of credit represent the Company's commitment to pay a third party on behalf of a customer upon fulfillment of contractual requirements. The credit risk involved in issuing letters of credit is essentially the same as the risk involved in extending loans to customers.

The Company is also utilizing a $78 million letter of credit issued by the Federal Home Loan Bank on the Company's behalf as security for certain deposits. The letter of credit is backed by specific loans which are pledged to the Federal Home Loan Bank by the Company.

Note 9 Fair Value Disclosures and Reporting, the Fair Value Option and Fair Value Measurements

FASB's standards on financial instruments, and on fair value measurements and disclosures, require all entities to disclose in their financial statement footnotes the estimated fair values of financial instruments for which it is practicable to estimate such values. In addition to those disclosure requirements, FASB's standard on investments requires that our debt securities, which are classified as available for sale, and our equity securities that have readily determinable fair values, be measured and reported at fair value in our statement of financial position. Certain impaired loans are also reported at fair value, as explained in greater detail below, and foreclosed assets are carried at the lower of cost or fair value. FASB's standard on financial instruments permits companies to report certain other financial assets and liabilities at fair value, but we have not elected the fair value option for any additional financial assets or liabilities.

Fair value measurements and disclosure standards also establish a framework for measuring fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants on the measurement date. Further, they establish a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standards describe three levels of inputs that may be used to measure fair value:

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

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· Level 2: Significant observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

· Level 3: Significant unobservable inputs that reflect a company's own assumptions about the factors that market participants would likely consider in pricing an asset or liability.

Fair value estimates are made at a specific point in time based on relevant market data and information about the financial instruments. The estimates do not reflect any premium or discount that could result from offering the Company's entire holdings of a particular financial instrument for sale at one time, nor do they attempt to estimate the value of anticipated future business related to the instruments. In addition, the tax ramifications related to realized gains and losses could have a significant effect on fair value estimates but have not been considered in any estimates. Because no market exists for a significant portion of the Company's financial instruments, fair value disclosures are based on judgments regarding current economic conditions, risk characteristics of various financial instruments and other factors. The estimates are subjective and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the fair values presented. The following methods and assumptions were used by the Company to estimate the fair value of its financial instruments disclosed at September 30, 2013 and December 31, 2012:

· Cash and cash equivalents and fed funds sold: For cash and cash equivalents and fed funds sold, the carrying amount is estimated to be fair value.

· Investment securities: The fair values of investment securities are determined by obtaining quoted prices on nationally recognized securities exchanges or by matrix pricing, which is a mathematical technique used widely in the industry to value debt securities by relying on their relationship to other benchmark quoted securities when quoted prices for specific securities are not readily available.

· Loans and leases: For variable-rate loans and leases that re-price frequently with no significant change in credit risk or interest rate spread, fair values are based on carrying values. Fair values for other loans and leases are estimated by discounting projected cash flows at interest rates being offered at each reporting date for loans and leases with similar terms, to borrowers of comparable creditworthiness. The carrying amount of accrued interest receivable approximates its fair value.

· Loans held for sale: Since loans designated by the Company as available-for-sale are typically sold shortly after making the decision to sell them, realized gains or losses are usually recognized within the same period and fluctuations in fair values are thus not relevant for reporting purposes. If available-for-sale loans stay on our books for an extended period of time, the fair value of those loans is determined using quoted secondary-market prices.

· Collateral-dependent impaired loans: Impaired loans carried at fair value are those for which it is probable that the bank will be unable to collect all amounts due according to the contractual terms of the original loan agreement, and the carrying value has been written down to the fair value of the loan. The carrying value is equivalent to the fair value of the collateral, net of expected disposition costs where applicable, for collateral-dependent loans.

· Cash surrender value of life insurance policies: The fair values are based on net cash surrender values at each reporting date.

· Investments in, and capital commitments to, limited partnerships: The fair values of our investments in WNC Institutional Tax Credit Fund Limited Partnerships and any other limited partnerships are estimated using quarterly indications of value provided by the general partner. The fair values of undisbursed capital commitments are assumed to be the same as their book values.

- Other investments: Certain investments for which no secondary market exists are carried at cost unless an impairment analysis indicates the need for adjustments, and the carrying amount for those investments approximates their estimated fair value.

- Deposits: Fair values for demand deposits and other non-maturity deposits are equal to the amount payable on demand at the reporting date, which is the carrying amount. Fair values for fixed-rate certificates of deposit are estimated using a cash flow analysis, discounted at interest rates being offered at each reporting date by the Bank for certificates with similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

Note 3 Current Accounting Developments

- Short-term borrowings: The carrying amounts approximate fair values for federal funds purchased, overnight FHLB advances, borrowings under repurchase agreements, and other short-term borrowings maturing within ninety days of the reporting dates. Fair values of other short-term borrowings are estimated by discounting projected cash flows at the Company's current incremental borrowing rates for similar types of borrowing arrangements.

- Long-term borrowings: The fair values of the Company's long-term borrowings are estimated using projected cash flows discounted at the Company's current incremental borrowing rates for similar types of borrowing arrangements.

- Subordinated debentures: The fair values of subordinated debentures are determined based on the current market value for like instruments of a similar maturity and structure.

- Commitments to extend credit and letters of credit: If funded, the carrying amounts for currently unused commitments would approximate fair values for the newly created financial assets at the funding date. However, because of the high degree of uncertainty with regard to whether or not those commitments will ultimately be funded, fair values for loan commitments and letters of credit in their current undisbursed state cannot reasonably be estimated, and only notional values are disclosed in the table below.

Estimated fair values for the Company's financial instruments are as follows, as of the dates noted:

Fair Value of Financial Instruments
(dollars in thousands, unaudited)

	September 30, 2013				
		Estimated Fair Value			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Financial Assets:					
Cash and cash equivalents	$ 60,969	$ 60,969	$ -	$ -	$ 60,969
Investment securities available for sale	406,089	2,089	404,000	-	406,089
Loans and leases, net	784,330	-	825,383	-	825,383
Collateral dependent impaired loans	15,420	-	15,420	-	15,420
Loans held-for-sale	267	267	-	-	267
Cash surrender value of life insurance policies	39,396	-	39,396	-	39,396
Other investments	5,932	-	5,932	-	5,932
Investment in Limited Partnership	9,551	-	9,551	-	9,551
Accrued interest receivable	4,897	-	4,897	-	4,897
Financial Liabilities:					
Deposits:					
Noninterest-bearing	$ 354,814	$ 354,814	$ -	$ -	$ 354,814
Interest-bearing	796,664	-	718,978	-	718,978
Fed Funds Purchased and Repurchase Agreements	5,696	-	5,696	-	5,696
Short-term borrowings	-	-	-	-	-
Long-term borrowings	-	-	-	-	-
Subordinated debentures	30,928	-	19,373	-	19,373
Limited partnership capital commitment	1,015	-	1,015	-	1,015
Accrued Interest Payable	162	-	162	-	162

	Notional Amount
Off-balance-sheet financial instruments:	
Commitments to extend credit	$ 438,054
Standby letters of credit	8,616
Commercial lines of credit	8,071

	December 31, 2012				
		Estimated Fair Value			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total

Financial Assets:					
Cash and cash equivalents	$ 61,818	$ 61,818	$ -	$ -	$ 61,818
Investment securities available for sale	380,188	1,809	378,379	-	380,188
Loans and leases, net	839,629	-	873,309	-	873,309
Collateral dependent impaired loans	27,449	-	27,449	-	27,449
Loans held-for-sale	210	210	-	-	210
Cash surrender value of life insurance policies	38,007	-	38,007	-	38,007
Other Investments	6,370	-	6,370	-	6,370
Investment in Limited Partnership	10,316	-	10,316	-	10,316
Accrued Interest Receivable	5,095	-	5,095	-	5,095
Financial Liabilities:					
Deposits:					
Noninterest-bearing	$ 352,597	$ 352,597	$ -	$ -	$ 352,597
Interest-bearing	821,437	-	821,911	-	821,911
Fed Funds Purchased and Repurchase Agreements	1,419	-	1,419	-	1,419
Short-term borrowings	36,650	-	36,650	-	36,650
Long-term borrowings	5,000	-	5,038	-	5,038
Subordinated debentures	30,928	-	12,141	-	12,141
Limited partnership capital commitment	962	-	962	-	962
Accrued Interest Payable	304	-	304	-	304

	Notional Amount
Off-balance-sheet financial instruments:	
Commitments to extend credit	$ 225,400
Standby letters of credit	6,690
Commercial lines of credit	8,539

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For financial asset categories that were actually reported at fair value at September 30, 2013 and December 31, 2012, the Company used the following methods and significant assumptions:

- Investment securities: The fair values of securities available for sale are determined by obtaining quoted prices on nationally recognized securities exchanges or by matrix pricing, which is a mathematical technique used widely in the industry to value debt securities by relying on the their relationship to other benchmark quoted securities.

- Collateral-dependent impaired loans: Impaired loans carried at fair value are those for which it is probable that the bank will be unable to collect all amounts due (including both principal and interest) according to the contractual terms of the original loan agreement, and the carrying value has been written down to the fair value of the loan. The carrying value is equivalent to the fair value of the collateral based on current appraisals, net of expected disposition costs where applicable, for collateral-dependent loans.

- Foreclosed assets: Repossessed real estate (OREO) and other assets are carried at the lower of cost or fair value. Fair value is the appraised value less expected selling costs for OREO and some other assets such as mobile homes, and for all other assets fair value is represented by the estimated sales proceeds as determined using reasonably available sources. Foreclosed assets for which appraisals can be feasibly obtained are periodically measured for impairment using updated appraisals. Fair values for other foreclosed assets are adjusted as necessary, subsequent to a periodic re-evaluation of expected cash flows and the timing of resolution. If impairment is determined to exist, the book value of a foreclosed asset is immediately written down to its estimated impaired value through the income statement, thus the carrying amount is equal to the fair value and there is no valuation allowance.

Assets reported at fair value on a recurring basis are summarized below:

Fair Value Measurements - Recurring
(dollars in thousands, unaudited)

	Fair Value Measurements at September 30, 2013, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Investment Securities				
U.S. Government agencies	$ -	$ 4,030	$ -	$ 4,030
Obligations of states and political subdivisions	-	91,726	-	91,726
U.S. Government agencies collateralized by mortgage obligations	-	307,968	-	307,968
Other Securities	2,089	276	-	2,365
Total availabe-for-sale securities	$ 2,089	$ 404,000	$ -	$ 406,089

	Fair Value Measurements at December 31, 2012, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Investment Securities				
U.S. Government agencies	$ -	$ 2,973	$ -	$ 2,973
Obligations of states and political subdivisions	-	73,986	-	73,986
U.S. Government agencies collateralized by mortgage obligations	-	301,389	-	301,389
Other Securities	1,809	31	-	1,840
Total availabe-for-sale securities	$ 1,809	$ 378,379	$ -	$ 380,188

Assets reported at fair value on a nonrecurring basis are summarized below:

Fair Value Measurements - Nonrecurring
(dollars in thousands, unaudited)

	Fair Value Measurements at September 30, 2013, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Collateral Dependent Impaired Loans	$ -	$ 15,420	$ -	$ 15,420
Foreclosed Assets	$ -	$ 8,904	$ -	$ 8,904

	Fair Value Measurements at December 31, 2012, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Collateral Dependent Impaired Loans	$ -	$ 27,449	$ -	$ 27,449
Foreclosed Assets	$ -	$ 19,754	$ -	$ 19,754

The table above includes collateral-dependent impaired loan balances for which a specific reserve has been established or on which a write-down has been taken. Information on the Company's total impaired loan balances, and specific loss reserves associated with those balances, is included in Note 11 below, and in Management's Discussion and Analysis of Financial Condition and Results of Operation in the "Nonperforming Assets" and "Allowance for Loan and Lease Losses" sections.

The unobservable inputs are based on management's best estimates of appropriate discounts in arriving at fair market value. Increases or decreases in any of those inputs could result in a significantly lower or higher fair value measurement. For example, a change in either direction of actual loss rates would have a directionally opposite change in the calculation of the fair value of unsecured impaired loans.

Note 10 Investments

Although the Company currently has the intent and the ability to hold the securities in its investment portfolio to maturity, the securities are all marketable and are classified as "available for sale" to allow maximum flexibility with regard to interest rate risk and liquidity management. Pursuant to FASB's guidance on accounting for debt and equity securities, available for sale securities are carried on the Company's financial statements at their estimated fair market values, with monthly tax-effected "mark-to-market" adjustments made vis-à-vis accumulated other comprehensive income in shareholders' equity.

The table below summarizes the Company’s available-for-sale investment securities by type, as of the dates indicated:

Amortized Cost And Estimated Fair Value

The amortized cost and estimated fair value of investment securities available-for-sale are as follows
(dollars in thousands, unaudited):

	September 30, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government agencies	$ 4,147	$ -	$ (117)	$ 4,030
Obligations of state and political subdivisions	92,423	1,802	(2,499)	91,726
U.S. Government agencies collateralized by mortgage obligations	308,207	2,450	(2,689)	307,968
Equity Securities	1,336	1,029	-	2,365
	$ 406,113	$ 5,281	$ (5,305)	$ 406,089

	December 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government agencies	$ 2,987	$ 3	$ (17)	$ 2,973
Obligations of state and political subdivisions	70,736	3,430	(180)	73,986
U.S. Government agencies collateralized by mortgage obligations	298,806	3,547	(964)	301,389
Equity Securities	1,336	508	(4)	1,840
	$ 373,865	$ 7,488	$ (1,165)	$ 380,188

At September 30, 2013 and December 31, 2012, the Company had 196 securities and 89 securities, respectively, with unrealized losses. Management has evaluated those securities as of the respective dates, and does not believe that any of the associated unrealized losses are other than temporary. Information pertaining to our investment securities with unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous loss position, is disclosed in the table below.

Investment Portfolio - Unrealized Losses
(dollars in thousands, unaudited)

	September 30, 2013			
	Less than Twelve Months		Over Twelve Months	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Government Agencies	$ (117)	$ 4,030	$ -	$ -
Obligations of State and Political Subdivisions	(2,411)	38,766	(88)	1,576
U.S. Government agencies collateralized by mortgage obligations	(2,583)	150,312	(106)	6,526
Other Securities	-	-	-	-
Total	$ (5,111)	$ 193,108	$ (194)	$ 8,102

	December 31, 2012			
	Less than Twelve Months		Over Twelve Months	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Government Agencies	$ (17)	$ 1,996	$ -	$ -
Obligations of State and Political Subdivisions	(180)	9,324	-	-
U.S. Government agencies collateralized by mortgage obligations	(903)	106,799	(61)	6,965
Other Securities	(4)	242	-	-
Total	$ (1,104)	$ 118,361	$ (61)	$ 6,965

Note 11 Credit Quality and Nonperforming Assets

Credit Quality Classifications

The Company monitors the credit quality of loans on a continuous basis using the regulatory and accounting classifications of pass, special mention, substandard and impaired to characterize the associated credit risk. Balances classified as "loss" are immediately charged off. The Company conforms to the following definitions for risk classifications utilized:

- Pass: Larger non-homogeneous loans not meeting the risk rating definitions below, and smaller homogeneous loans that are not assessed on an individual basis.

- Special mention: Loans which have potential issues that deserve the close attention of management. If left uncorrected, those potential weaknesses could eventually diminish the prospects for full repayment of principal and interest according to the contractual terms of the loan agreement, or could result in deterioration of the Company's credit position at some future date.

- Substandard: Loans that have at least one clear and well-defined weakness which could jeopardize the ultimate recoverability of all principal and interest, such as a borrower displaying a highly leveraged position, unfavorable financial operating results and/or trends, uncertain repayment sources or a deteriorated financial condition.

- Impaired: A loan is considered 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. Impaired loans include all nonperforming loans, restructured troubled debt (TDRs), and certain other loans that are still being maintained on accrual status. A TDR may be nonperforming or performing, depending on its accrual status and the demonstrated ability of the borrower to comply with restructured terms (see "Troubled Debt Restructurings" section below for additional information on TDRs).

Credit quality classifications for the Company’s loan balances were as follows, as of the dates indicated:

Credit Quality Classifications
(dollars in thousands, unaudited)

	September 30, 2013				
	Pass	Special Mention	Substandard	Impaired	Total
Real Estate:					
1-4 Family residential construction	$ 1,471	$ 272	$ 149	$ -	$ 1,892
Other construction/Land	17,550	346	207	6,966	25,069
1-4 Family - closed end	66,791	1,498	789	18,925	88,003
Equity Lines	51,388	525	1,781	1,827	55,521
Multi-family residential	7,937	428	-	-	8,365
Commercial real estate - owner occupied	147,932	19,535	4,138	7,579	179,184
Commercial real estate - non-owner occupied	85,430	3,800	242	14,252	103,724
Farmland	110,423	2,541	845	449	114,258
Total Real Estate	488,922	28,945	8,151	49,998	576,016
Agricultural	26,059	665	-	20	26,744
Commercial and Industrial	156,653	2,788	428	4,250	164,119
Small Business Administration	11,537	876	864	3,127	16,404
Direct finance leases	3,179	-	-	-	3,179
Consumer loans	19,509	363	229	3,765	23,866
Total Gross Loans and Leases	$ 705,859	$ 33,637	$ 9,672	$ 61,160	$ 810,328

	December 31, 2012				
	Pass	Special Mention	Substandard	Impaired	Total
Real Estate:					
1-4 Family residential construction	$ 1,599	$ 1,333	$ 89	$ 153	$ 3,174
Other construction/Land	13,270	952	1,132	12,648	28,002
1-4 Family - closed end	73,003	2,484	1,208	23,222	99,917
Equity Lines	58,160	96	1,949	1,258	61,463
Multi-family residential	5,351	609	-	-	5,960
Commercial real estate - owner occupied	144,207	22,895	6,562	8,950	182,614
Commercial real estate - non-owner occupied	67,407	6,864	568	17,969	92,808
Farmland	64,176	2,216	3,526	1,933	71,851
Total Real Estate	427,173	37,449	15,034	66,133	545,789
Agricultural	21,333	462	24	663	22,482
Commercial and Industrial	248,157	5,020	1,845	3,656	258,678
Small Business Administration	15,002	1,551	743	3,227	20,523
Direct finance leases	4,076	22	-	135	4,233
Consumer loans	23,099	445	198	4,348	28,090

Total Gross Loans and Leases	$ 738,840	$ 44,949	$ 17,844	$ 78,162	$ 879,795

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Past Due and Nonperforming Assets

Nonperforming assets are comprised of loans for which the Company is no longer accruing interest, and foreclosed assets, including mobile homes and other real estate owned (OREO). OREO consists of properties acquired by foreclosure or similar means, which the Company is offering or will offer for sale. Nonperforming loans and leases result when reasonable doubt surfaces with regard to the ability of the Company to collect all principal and interest. At that point, we stop accruing interest on the loan or lease in question, and reverse any previously-recognized interest to the extent that it is uncollected or associated with interest-reserve loans. Any asset for which principal or interest has been in default for 90 days or more is also placed on non-accrual status, even if interest is still being received, unless the asset is both well secured and in the process of collection. An aging of the Company's loan balances, by number of days past due as of the indicated dates, is presented in the following tables:

Loan Portfolio Aging
(dollars in thousands, unaudited)

	September 30, 2013						
	30-59 Days Past Due	60-89 Days Past Due	90 Days Or More Past Due[2]	Total Past Due	Current	Total Financing Receivables	Non-Accrual Loans[1]
Real Estate:							
1-4 Family residential construction	$ -	$ -	$ -	$ -	$ 1,892	$ 1,892	$ -
Other construction/Land	3,984	221	-	4,205	20,864	25,069	5,729
1-4 Family - closed end	2,377	-	1,038	3,415	84,588	88,003	14,122
Equity Lines	508	-	568	1,076	54,445	55,521	1,085
Multi-family residential	-	-	-	-	8,365	8,365	-
Commercial real estate - owner occupied	1,475	-	1,928	3,403	175,781	179,184	5,520
Commercial real estate - non-owner occupied	-	382	7,339	7,721	96,003	103,724	8,128
Farmland	251	219	156	626	113,632	114,258	449
Total Real Estate	8,595	822	11,029	20,446	555,570	576,016	35,033
Agricultural	1,035	20	-	1,055	25,689	26,744	20
Commercial and Industrial	619	96	992	1,707	162,412	164,119	1,706
Small Business Administration	395	478	-	873	15,531	16,404	2,116
Direct finance leases	-	-	-	-	3,179	3,179	-
Consumer loans	292	2	27	321	23,545	23,866	1,166
Total Gross Loans and Leases	$ 10,936	$ 1,418	$ 12,048	$ 24,402	$ 785,926	$ 810,328	$ 40,041

[1] Included in Total Financing Receivables
[2] As of September 30, 2013 there were no loans over 90 days past due and still acrruing.

	December 31, 2012						
	30-59 Days Past Due	60-89 Days Past Due	90 Days Or More Past Due[2]	Total Past Due	Current	Total Financing Receivables	Non-Accrual Loans[1]

Real Estate:							
1-4 Family residential construction	$ -	$ -	$ 153	$ 153	$ 3,021	$ 3,174	$ 153
Other construction/Land	374	211	-	585	27,417	28,002	11,163
1-4 Family - closed end	1,335	88	376	1,799	98,118	99,917	15,381
Equity Lines	473	40	66	579	60,884	61,463	1,026
Multi-family residential	177	-	-	177	5,783	5,960	-
Commercial real estate - owner occupied	1,372	813	1,289	3,474	179,140	182,614	5,314
Commercial real estate - non-owner occupied	7,831	-	1,499	9,330	83,478	92,808	11,642
Farmland	231	-	1,679	1,910	69,941	71,851	1,933
Total Real Estate	11,793	1,152	5,062	18,007	527,782	545,789	46,612
Agricultural	24	157	506	687	21,795	22,482	664
Commercial and Industrial	1,419	518	7	1,944	256,734	258,678	2,386
Small Business Administration	905	-	1,574	2,479	18,044	20,523	2,159
Direct finance leases	-	34	123	157	4,076	4,233	135
Consumer loans	238	189	87	514	27,576	28,090	1,138
Total Gross Loans and Leases	$ 14,379	$ 2,050	$ 7,359	$ 23,788	$ 856,007	$ 879,795	$ 53,094

(1) Included in Total Financing Receivables
(2) As of December 31, 2012 there were no loans over 90 days past due and still accruing.

Troubled Debt Restructurings

A loan that is modified for a borrower who is experiencing financial difficulty is classified as a troubled debt restructuring (TDR), if the modification constitutes a concession. At September 30, 2013, the Company had a total of $42.4 million in TDRs, including $25.5 million in TDRs that were on non-accrual status. Generally, a non-accrual loan that has been modified as a TDR remains on non-accrual status for a period of at least six months to demonstrate the borrower's ability to comply with the modified terms. However, performance prior to the modification, or significant events that coincide with the modification, could result in a loan's return to accrual status after a shorter performance period or even at the time of loan modification. TDRs may have the TDR designation removed in the calendar year following the restructuring, if the loan is in compliance with all modified terms and is yielding a market rate of interest. Regardless of the period of time that has elapsed, if the borrower's ability to meet the revised payment schedule is uncertain then the loan will be kept on non-accrual status. Moreover, a TDR is generally considered to be in default when it appears that the customer will not likely be able to repay all principal and interest pursuant to the terms of the restructured agreement.

The Company may agree to different types of concessions when modifying a loan or lease. The tables below summarize TDRs which were modified during the noted periods, by type of concession:

Troubled Debt Restructurings, by Type of Loan Modification
(dollars in thousands, unaudited)

For the Nine Months Ended September 30, 2013

	Rate Modification	Term Modification	Interest Only Modification	Rate & Term Modification	Rate & Interest Only Modification	Term & Interest Only Modification	Rate, Term & Interest Only Modification	Total
Trouble Debt Restructurings								
Real Estate:								
Other construction/Land	$ -	$ 416	$ -	$ -	$ -	$ -	$ -	$ 416
1-4 family - closed-end	-	3,338	-	89	-	-	27	3,454
Equity Lines	-	-	40	-	-	-	-	40
Commercial real estate - owner occupied	-	-	-	557	-	-	-	557
Commercial real estate - non-owner occupied	-	-	-	-	-	-	-	-
Total Real Estate Loans	-	3,754	40	646	-	-	27	4,467
Commercial and Industrial	-	1,563	-	138	-	-	-	1,701
Small Business Administration Loans	-	-	-	-	-	-	-	-
Consumer loans	-	469	-	-	-	-	-	469
	$ -	$ 5,786	$ 40	$ 784	$ -	$ -	$ 27	$ 6,637

For the Year Ended December 31, 2012

	Rate Modification	Term Modification	Interest Only Modification	Rate & Term Modification	Rate & Interest Only Modification	Term & Interest Only Modification	Rate, Term & Interest Only Modification	Total
Trouble Debt Restructurings								
Real Estate:								
Other construction/Land	$ -	$ 458	$ -	$ 375	$ -	$ -	$ -	$ 833
1-4 family - closed-end	-	313	-	200	-	222	616	1,351
Equity Lines	-	29	-	-	-	-	-	29
Commercial real estate - owner occupied	-	1,006	-	1,184	-	-	-	2,190
Commercial real estate - non-owner occupied	-	330	-	60	-	-	-	390
Total Real Estate Loans	-	2,136	-	1,819	-	222	616	4,793
Commercial and Industrial	-	625	2	658	-	-	-	1,285
Small Business Administration Loans	-	200	-	475	-	-	-	675
Consumer loans	-	1,328	-	269	-	-	117	1,714
	$ -	$ 4,289	$ 2	$ 3,221	$ -	$ 222	$ 733	$ 8,467

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Note 3 Current Accounting Developments

The following tables present, by class, additional details related to loans classified as TDRs during the referenced periods, including the recorded investment in the loan both before and after modification and balances that were modified during the period:

Troubled Debt Restructurings
(dollars in thousands, unaudited)

	For the Three Months Ended September 30, 2013				
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Reserve Difference[1]	Reserve
Real Estate:					
Other Construction/Land	1	$ 169	$ 169	$ 32	$ 1
1-4 family - closed-end	3	86	86	3	7
Equity Lines	1	40	40	40	40
Commercial RE- owner occupied	1	557	557	-	-
Commercial RE- non-owner occupied	-	-	-	-	-
Total Real Estate Loans		852	852	75	48
Commercial and Industrial	3	181	194	113	130
Small Business Administration Loans	-	-	-	-	-
Consumer loans	4	166	166	15	30
		$ 1,199	$ 1,212	$ 203	$ 208

[1] This represents the change in the ALLL reserve for these credits measured as the difference between the specific post-modification impairment reserve and the pre-modification reserve calculated under our general allowance for loan loss methodology.

	For the Nine Months Ended September 30, 2013				
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Reserve Difference[1]	Reserve
Real Estate:					
Other Construction/Land	2	$ 418	$ 416	$ 38	$ 1
1-4 family - closed-end	6	3,455	3,454	20	11
Equity Lines	1	40	40	40	40
Commercial RE- owner occupied	1	557	557	-	-
Commercial RE- non-owner occupied	-	-	-	-	-
Total Real Estate Loans		4,470	4,467	98	52
Commercial and Industrial	7	1,688	1,701	93	220
Small Business Administration Loans	-	-	-	-	-

Consumer loans	11		469		469		49		82
		$	6,627	$	6,637	$	240	$	354

[1] This represents the change in the ALLL reserve for these credits measured as the difference between the specific post-modification impairment reserve and the pre-modification reserve calculated under our general allowance for loan loss methodology.

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The table below summarizes TDRs that defaulted during the periods noted, and any charge-offs on those TDRs resulting from such default.

Troubled Debt Restructurings
(dollars in thousands, unaudited)

	Subsequent default three months ended September 30, 2013		
	Number of Loans	Recorded Investment	Charge-Offs
Real Estate:			
Other Construction/Land	-	$ -	$ -
1-4 family - closed-end	-	-	-
Equity Lines	-	-	-
Commercial real estate- owner occupied	-	-	-
Total Real Estate Loans		-	-
Commercial and Industrial	-	-	-
Small Business Administration Loans	-	-	-
Consumer Loans	2	94	46
		$ 94	$ 46

	Subsequent default nine months ended September 30, 2013		
	Number of Loans	Recorded Investment	Charge-Offs
Real Estate:			
Other Construction/Land	1	$ 152	$ 47
1-4 family - closed-end	2	779	133
Equity Lines	-	-	-
Commercial real estate- owner occupied	1	308	245
Total Real Estate Loans		1,239	425
Commercial and Industrial	5	239	238
Small Business Administration Loans	-	-	-
Consumer Loans	6	161	112
		$ 1,639	$ 775

Note 12 Allowance for Loan and Lease Losses

The allowance for loan and lease losses, a contra-asset, is established through a provision for loan and lease losses. It is maintained at a level that is considered adequate to absorb probable losses on certain specifically identified loans, as well as probable incurred losses inherent in the remaining loan portfolio. Specifically identifiable and quantifiable losses are immediately charged off against the allowance; recoveries are generally recorded only when cash payments are received subsequent to the charge off. We employ a systematic methodology, consistent with FASB guidelines on loss contingencies and impaired loans, for determining the appropriate level of the allowance for loan and lease losses and adjusting it at least quarterly. Pursuant to that methodology, impaired loans and leases are individually analyzed and a criticized asset action plan is completed specifying the financial status of the borrower and, if applicable, the characteristics and condition of collateral and any associated liquidation plan. A specific loss allowance is created for each impaired loan, if necessary. The following tables disclose the unpaid principal balance, recorded investment (including accrued interest), average recorded investment, and interest income recognized for impaired loans on our books as of the dates indicated. Balances are shown by loan type, and are further broken out by those that required an allowance and those that did not, with the associated allowance disclosed for those that required such. Included in the valuation allowance for impaired loans shown in the tables below are specific reserves allocated to TDRs, totaling $4.043 million at September 30, 2013 and $4.140 million at December 31, 2012.

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Impaired Loans (dollars in thousands, unaudited)	September 30, 2013 Unpaid Principal Balance[1]	Recorded Investment[2]	Related Allowance	Average Recorded Investment	Interest Income Recognized[3]
With an Allowance Recorded					
Real Estate:					
1-4 family residential construction	$ -	$ -	$ -	$ -	$ -
Other Construction/Land	3,340	3,289	525	3,313	72
1-4 Family - closed-end	13,833	13,833	1,389	13,912	203
Equity Lines	1,032	1,032	430	1,033	13
Commercial real estate- owner occupied	2,124	2,124	370	2,140	100
Commercial real estate- non-owner occupied	4,519	4,519	873	4,613	206
Farmland	-	-	-	-	-
Total Real Estate	24,848	24,797	3,587	25,011	594
Agriculture	-	-	-	-	-
Commercial and Industrial	2,192	2,155	740	2,239	65
Small Business Administration	3,131	2,821	1,548	2,821	43
Direct finance leases	-	-	-	-	-
Consumer loans	3,722	3,703	751	3,859	137
	33,893	33,476	6,626	33,930	839
With no Related Allowance Recorded					
Real Estate:					
1-4 family residential construction	-	-	-	-	-
Other Construction/Land	3,990	3,677	-	3,735	-
1-4 Family - closed-end	5,431	5,092	-	5,546	-
Equity Lines	965	795	-	808	-
Commercial real estate- owner occupied	7,258	5,455	-	5,507	-
Commercial real estate- non-owner occupied	10,142	9,733	-	9,784	91
Farmland	450	449	-	455	-
Total Real Estate	28,236	25,201	-	25,835	91
Agriculture	20	20	-	52	-
Commercial and Industrial	2,095	2,095	-	2,139	46
Small Business Administration	521	306	-	306	-
Direct finance leases	-	-	-	-	-
Consumer loans	280	62	-	78	-
	31,152	27,684	-	28,410	137
Total	$ 65,045	$ 61,160	$ 6,626	$ 62,340	$ 976

[1]Contractual principal balance due from customer.
[2]Principal balance on Company's books, less any direct charge offs.
[3]Interest income is recognized on performing balances on a regular accrual basis.

	December 31, 2012				
	Unpaid Principal Balance[1]	Recorded Investment[2]	Related Allowance	Average Recorded Investment	Interest Income Recognized[3]
With an Allowance Recorded					
Real Estate:					
1-4 family residential construction	$ 153	$ 153	$ 23	$ 91	$ -
Other Construction/Land	10,313	10,313	1,244	10,755	86
1-4 Family - closed-end	19,218	18,910	955	19,024	401
Equity Lines	1,142	1,142	163	1,144	9
Commercial real estate- owner occupied	5,846	5,585	563	5,666	126
Commercial real estate- non-owner occupied	18,539	17,579	1,230	18,079	481
Farmland	254	254	2	259	-
Total Real Estate	55,465	53,936	4,180	55,018	1,103
Agriculture	28	28	28	28	-
Commercial and Industrial	2,955	2,920	934	3,100	51
Small Business Administration	2,704	2,507	1,038	2,507	53
Direct finance leases	135	135	67	135	-
Consumer loans	4,349	4,344	878	4,493	183
	65,636	63,870	7,125	65,281	1,390
With no Related Allowance Recorded					
Real Estate:					
1-4 family residential construction	-	-	-	-	-
Other Construction/Land	2,335	2,335	-	2,346	-
1-4 Family - closed-end	4,312	4,312	-	4,491	-
Equity Lines	116	116	-	155	1
Commercial real estate- owner occupied	4,298	3,365	-	3,540	-
Commercial real estate- non-owner occupied	390	390	-	421	3
Farmland	1,679	1,679	-	1,686	-
Total Real Estate	13,130	12,197	-	12,639	4
Agriculture	1,008	635	-	1,017	-
Commercial and Industrial	735	736	-	740	-
Small Business Administration	1,008	720	-	720	-
Direct finance leases	-	-	-	-	-
Consumer loans	4	4	-	7	-
	15,885	14,292	-	15,123	4
Total	$ 81,521	$ 78,162	$ 7,125	$ 80,404	$ 1,394

[1]Contractual principal balance due from customer.
[2]Principal balance on Company's books, less any direct charge offs.
[3]Interest income is recognized on performing balances on a regular accrual basis.

Similar but condensed information is provided in the following table, as of the dates noted:

Impaired Loans
(dollars in thousands, unaudited)

	September 30, 2013		December 31, 2012	
Impaired loans without a valuation allowance	$	27,684	$	14,292
Impaired loans with a valuation allowance	$	33,476	$	63,870
Total impaired loans [1]	$	61,160	$	78,162
Valuation allowance related to impaired loans	$	6,626	$	7,125
Total non-accrual loans	$	40,041	$	53,094
Total loans past-due ninety days or more and still accruing	$	-	$	-

[1] Principal balance on Company's books less any direct charge-off

The specific loss allowance for an impaired loan generally represents the difference between the face value of the loan and either the fair value of underlying collateral less estimated disposition costs, or the loan's net present value as determined by a discounted cash flow analysis. The discounted cash flow approach is typically used to measure impairment on loans for which it is anticipated that repayment will be provided from cash flows other than those generated solely by the disposition or operation of underlying collateral. However, historical loss rates may be used to determine a specific loss allowance if they indicate a higher potential reserve need than the discounted cash flow analysis. Any change in impairment attributable to the passage of time is accommodated by adjusting the loss allowance accordingly.

For loans where repayment is expected to be provided by the disposition or operation of the underlying collateral, impairment is measured using the fair value of the collateral. If the collateral value, net of the expected costs of disposition where applicable, is less than the loan balance, then a specific loss reserve is established for the shortfall in collateral coverage. If the discounted collateral value is greater than or equal to the loan balance, no specific loss reserve is required. At the time a collateral-dependent loan is designated as nonperforming, a new appraisal is ordered and typically received within 30 to 60 days if a recent appraisal is not already available. We generally use external appraisals to determine the fair value of the underlying collateral for nonperforming real estate loans, although the Company's licensed staff appraisers may update older appraisals based on current market conditions and property value trends. Until an updated appraisal is received, the Company uses the existing appraisal to determine the amount of the specific loss allowance that may be required, and adjusts the specific loss allowance, as necessary, once a new appraisal is received. Updated appraisals are generally ordered at least annually for collateral-dependent loans that remain impaired. Current appraisals were available for 84% of the Company's impaired real estate loan balances at September 30, 2013. Furthermore, the Company analyzes collateral-dependent loans on at least a quarterly basis, to determine if any portion of the recorded investment in such loans can be identified as uncollectible and would therefore constitute a confirmed loss. All amounts deemed to be uncollectible are promptly charged off against the Company's allowance for loan and lease losses, with the loan then carried at the fair value of the collateral, as appraised, less estimated costs of disposition if applicable. Once a charge-off or write-down is recorded, it will not be restored to the loan balance on the Company's accounting books.

Our methodology also provides that a "general" allowance be established for probable incurred losses inherent in loans and leases that are not impaired. Unimpaired loan balances are segregated by credit quality, and are then evaluated in pools with common characteristics. At the present time, pools are based on the same segmentation of loan types presented in our regulatory filings. While this methodology utilizes historical loss data and other measurable information, the classification of loans and the establishment of the allowance for loan and lease losses are both to some extent based on management's judgment and experience. Our methodology incorporates a variety of risk considerations, both quantitative and qualitative, in establishing an allowance for loan and lease losses that management believes is appropriate at each reporting date. Quantitative information includes our historical loss experience, delinquency and charge-off trends, and current collateral values. Qualitative factors include the general economic environment in our markets and, in particular, the condition of the agricultural industry and other key industries in the Central San Joaquin Valley. Lending policies and procedures (including underwriting standards), the experience and abilities of lending staff, the quality of loan review, credit concentrations (by geography, loan type, industry and collateral type), the rate of loan portfolio growth, and changes in legal or regulatory requirements are additional factors that are considered. The total general reserve established for probable incurred losses on unimpaired loans was $5.198 million at September 30, 2013.

During the three months ended September 30, 2013, there were no material changes to the methodology used to determine our allowance for loan and lease losses. As we add new products and expand our geographic coverage, and as the economic environment changes, we expect to continue to enhance our methodology to keep pace with the size and complexity of the loan and lease portfolio and respond to pressures created by external forces. We engage outside firms on a regular basis to assess our methodology and perform independent credit reviews of our loan and lease portfolio. In addition, the Company's external auditors, the FDIC, and the California DBO review the allowance for loan and lease losses as an integral part of their audit and examination processes. Management believes that the current methodology is appropriate given our size and level of complexity. The tables that follow detail the activity in the allowance for loan and lease losses for the periods noted:

<u>Allowance for Credit Losses and Recorded Investment in Financing Receivables</u>
(dollars in thousands, unaudited)

For the Three Months Ended September 30, 2013

	Real Estate	Agricultural Products	Commercial and Industrial	Small Business Administration	Direct Finance Leases	Consumer	Unallocated	Total
Allowance for credit losses:								
Beginning Balance	$ 6,857	$ 62	$ 2,146	$ 1,650	$ 39	$ 1,426	$ -	$ 12,180
Charge-offs	(907)	-	(440)	-	-	(182)	-	(1,529)
Recoveries	74	-	252	6	7	34	-	373
Provision	101	6	293	255	(42)	105	82	800
Ending Balance	$ 6,125	$ 68	$ 2,251	$ 1,911	$ 4	$ 1,383	$ 82	$ 11,824

For the Nine Months Ended September 30, 2013

	Real Estate	Agricultural Products	Commercial and Industrial	Small Business Administration	Direct Finance Leases	Consumer	Unallocated	T
Allowance for credit losses:								
Beginning Balance	$8,034	$258	$2,797	$1,246	$165	$1,373	$-	$1
Charge-offs	(3,467)	(28)	(1,754)	(44)	(106)	(787)	-	(
Recoveries	377	-	782	7	11	110	-	1
Provision	1,181	(162)	426	702	(66)	687	82	2
Ending Balance	$6,125	$68	$2,251	$1,911	$4	$1,383	$82	$1
Reserves:								
Specific	$3,587	$-	$740	$1,548	$-	$751	$-	$6
General	2,538	68	1,511	363	4	632	82	5
Ending Balance	$6,125	$68	$2,251	$1,911	$4	$1,383	$82	$1
Loans evaluated for impairment:								
Individually	$49,998	$20	$4,250	$3,127	$-	$3,765	$-	$6
Collectively	526,018	26,724	159,869	13,277	3,179	20,101	-	7
Ending Balance	$576,016	$26,744	$164,119	$16,404	$3,179	$23,866	$-	$8

For the Year Ended December 31, 2012

	Real Estate	Agricultural Products	Commercial and Industrial	Small Business Administration	Direct Finance Leases	Consumer	Unallocated	Total
Allowance for credit losses:								
Beginning Balance	$ 8,260	$ 19	$ 4,638	$ 1,447	$ 311	$ 2,608	$ -	$ 17,283
Charge-offs	(11,108)	(634)	(4,283)	(753)	(198)	(1,802)	-	(18,778)
Recoveries	302	-	589	95	-	172	-	1,158
Provision	10,580	873	1,853	457	52	395	-	14,210
Ending Balance	$ 8,034	$ 258	$ 2,797	$ 1,246	$ 165	$ 1,373	$ -	$ 13,873
Reserves:								
Specific	$ 4,180	$ 28	$ 934	$ 1,038	$ 67	$ 878	$ -	$ 7,125
General	3,854	230	1,863	208	98	495	-	6,748
Ending Balance	$ 8,034	$ 258	$ 2,797	$ 1,246	$ 165	$ 1,373	$ -	$ 13,873
Loans evaluated for impairment:								
Individually	$ 66,133	$ 663	$ 3,656	$ 3,227	$ 135	$ 4,348	$ -	$ 78,162
Collectively	479,656	21,819	255,022	17,296	4,098	23,742	-	801,633
Ending Balance	$ 545,789	$ 22,482	$ 258,678	$ 20,523	$ 4,233	$ 28,090	$ -	$ 879,795

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Note 13 Recent Developments

On July 2, 2013, the Federal Reserve Board approved final rules that implement changes to the regulatory capital framework for financial institutions. The new rules include, among other things, the following elements:

1) a new regulatory capital component referred to as "Common Equity Tier 1 capital", and threshold ratios for this new component;
2) a "capital conservation buffer" above the minimum required level of regulatory capital, and restrictions on dividend payments, share buybacks, and certain discretionary bonus payments to executive officers if a capital conservation buffer of at least 2.5% of risk-weighted assets is not achieved;
3) the inclusion of accumulated other comprehensive income (AOCI) in Tier 1 capital, although banks with less than $250 billion in total assets will be allowed a one-time opt-out from this requirement;
4) additional constraints on the inclusion of minority interests, mortgage servicing assets, and deferred tax assets in regulatory capital;
5) increased risk-weightings for certain assets, including equity exposures, certain acquisition/development and construction loans, and loans that are more than 90-days past due or are on non-accrual status; and
6) an increase in minimum required risk-based capital ratios effective January 1, 2015, and an increase in the threshold for a "well-capitalized" classification for the Tier 1 Risk-Based Capital Ratio.

These changes begin to take effect January 2015, and our preliminary estimates indicate that we are well-positioned to absorb the impact without constraining organic growth plans, although no assurance can be provided in that regard.

PART I - FINANCIAL INFORMATION

ITEM 2

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

FORWARD-LOOKING STATEMENTS

This Form 10-Q includes forward-looking statements that involve inherent risks and uncertainties. Words such as "expects", "anticipates", "believes", "projects", and "estimates" or variations of such words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed, forecast in, or implied by such forward-looking statements.

A variety of factors could have a material adverse impact on the Company's financial condition or results of operations, and should be considered when evaluating the Company's potential future financial performance. They include, but are not limited to, unfavorable economic conditions in the Company's service areas; risks associated with fluctuations in interest rates; liquidity risks; increases in nonperforming assets and net credit losses that could occur, particularly in times of weak economic conditions or rising interest rates; the Company's ability to secure buyers for foreclosed properties; reductions in the market value of available-for-sale securities that could result if interest rates change substantially or an issuer has real or perceived financial difficulties; the Company's ability to attract and retain skilled employees; the Company's ability to successfully deploy new technology; the success of branch expansion; and risks associated with the multitude of current and prospective laws and regulations to which the Company is and will be subject.

CRITICAL ACCOUNTING POLICIES

The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States. The financial information and disclosures contained within those statements are significantly impacted by management's estimates and judgments, which are based on historical experience and various other assumptions that are believed to be reasonable under current circumstances. Actual results may differ from those estimates under divergent conditions.

Critical accounting policies are those that involve the most complex and subjective decisions and assessments, and have the greatest potential impact on the Company's stated results of operations. In management's opinion, the Company's critical accounting policies deal with the following areas: the establishment of the Company's allowance for loan and lease losses, as explained in detail in Note 12 to the consolidated financial statements and the "Provision for Loan and Lease Losses" and "Allowance for Loan and Lease Losses" sections of this discussion and analysis; the valuation of impaired loans and foreclosed assets, which is discussed in Note 11 to the consolidated financial statements and in the "Nonperforming Assets" and "Allowance for Loan and Lease Losses" sections of this discussion and analysis; income taxes, especially with regard to the ability of the Company to recover deferred tax assets, as discussed in the "Provision for Income Taxes" and "Other Assets" sections of this discussion and analysis; and goodwill, which is evaluated annually for impairment based on the fair value of the Company as discussed in the "Other Assets" section of this discussion and analysis. Critical accounting areas are evaluated on an ongoing basis to ensure that the Company's financial statements incorporate the most recent expectations with regard to those areas.

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OVERVIEW OF THE RESULTS OF OPERATIONS AND FINANCIAL CONDITION

results of operations Summary

Third Quarter 2013 compared to Third Quarter 2012

Net income for the quarter ended September 30, 2013 was $3.367 million, representing an increase of $1.732 million, or 106%, relative to net income of $1.635 million for the quarter ended September 30, 2012. Basic and diluted earnings per share for the third quarter of 2013 were $0.24 and $0.23, respectively, compared to $0.12 basic and diluted earnings per share for the third quarter of 2012. The Company’s annualized return on average equity was 7.60% and annualized return on average assets was 0.97% for the quarter ended September 30, 2013, compared to a return on equity of 3.74% and return on assets of 0.46% for the quarter ended September 30, 2012. The primary drivers behind the variance in third quarter net income are as follows:

· Net interest income was down $1.128 million, or 9%, due to a 28 basis point drop in the Company’s net interest margin combined with contraction in average interest-earning assets.

· The largest factor impacting net income was a reduction of $3.900 million, or 83%, in our loan loss provision.

· Total non-interest expense was relatively flat, although there were some significant swings in the subcategories comprising non-interest expense. Sizeable increases in salaries and benefits and loan costs were effectively offset by reductions in occupancy expense and debit card losses.

· The Company’s provision for income taxes was 16% of pre-tax income in the third quarter of 2013 but was negative in the third quarter of 2012, with the variance resulting from an increase in taxable income relative to a decline in available tax credits.

First Nine Months 2013 compared to First Nine Months 2012

Net income for the first nine months of 2013 was $9.499 million, representing an increase of $3.412 million, or 56%, relative to net income of $6.087 million for the first nine months of 2012. Basic and diluted earnings per share for the first nine months of 2013 were $0.67, compared to $0.43 basic and diluted earnings per share for the first nine months of 2012. The Company’s annualized return on average equity was 7.23% and annualized return on average assets was 0.91% for the nine months ended September 30, 2013, compared to a return on equity of 4.73% and return on assets of 0.59% for the nine months ended September 30, 2012. The primary drivers behind the variance in year-to-date net income are as follows:

· Net interest income fell $2.047 million, or 5%, due to a 29 basis point drop in the Company’s net interest margin partially offset by the impact of a $22 million increase in average interest-earning assets.

· The loan loss provision was reduced by $7.760 million, or 73%.

· Total non-interest income declined by $147,000, or 1%, in the first nine months of 2013 due to an increase in pass-through operating costs associated with tax credit investments, which are netted out of non-interest income, and lower investment gains, partially offset by increases in other areas.

· Total non-interest expense increased by only $10,000, as higher personnel expense was largely offset by lower credit-related costs, and other significant variances within non-interest expense effectively offset one another.

· The Company's provision for income taxes was 19% of pre-tax income for the first nine months of 2013, relative to only 1% for the first nine months of 2012.

Note 3 Current Accounting Developments

Financial Condition Summary

September 30, 2013 relative to December 31, 2012

The most significant characteristics of, and changes in, the Company's balance sheet during the first nine months of 2013 are outlined below:

- The Company's assets totaled $1.383 billion at September 30, 2013, a drop of $55 million, or 4%, relative to total assets of $1.438 billion at December 31, 2012, due to a $69 million drop in gross loan balances that was partially offset by growth in investment securities.

- Loan volume was largely impacted by a $90 million decline in mortgage warehouse loans resulting from lower credit line utilization, and a $13 million reduction in nonperforming loans. The Company did show relatively strong growth in agricultural loans and commercial real estate loans, however.

- Total nonperforming assets, including nonperforming loans and foreclosed assets, were reduced by $24 million, or 33%, to $49 million at September 30, 2013 from $73 million at December 31, 2012.

- The Company's allowance for loan and lease losses was $11.8 million as of September 30, 2013, a drop of $2.0 million, or 15%, relative to year-end 2012 due to a reduction in general reserves consistent with lower loan balances and improvement in asset quality, and lower specific reserves consistent with the reduction in impaired loans. The ratio of the allowance to gross loans was 1.46% at September 30, 2013, relative to 1.58% at December 31, 2012.

- Despite a $6 million drop in the net unrealized gain on investments, investment securities reflect a net increase of $26 million, or 7%, for the first nine months of 2013 due primarily to the addition of municipal securities and mortgage-backed securities.

- Total deposits were down $23 million, or 2%, due to the maturity of a $5 million wholesale brokered time deposit and the runoff of $29 million in other time deposits, partially offset by a $12 million increase in non-maturity deposits.

- There was no change in the balance of junior subordinated debentures (trust preferred securities), but other interest-bearing liabilities, comprised primarily of Federal Home Loan Bank borrowings, were reduced by a net $37 million, or 87%, during the first nine months of 2013.

- Total capital increased by $4 million, or 2%, during the first nine months of 2013, ending the period with a balance of $178 million. Risk-based capital ratios increased, as well, due to the increase in capital and a drop in risk-adjusted assets. Our consolidated total risk-based capital ratio increased to 21.04% at September 30, 2013 from 19.36% at year-end 2012. Our tier one risk-based capital ratio was 19.75% and our tier one leverage ratio was 14.15% at September 30, 2013.

EARNINGS PERFORMANCE

The Company earns income from two primary sources. The first is net interest income, which is interest income generated by earning assets less interest expense on interest-bearing liabilities. The second is non-interest income, which consists mainly of customer service charges and fees but also comes from non-customer sources such as bank-owned life insurance. The majority of the Company's non-interest expenses are operating costs that relate to providing a full range of banking services to our customers.

Net interest income AND NET INTEREST MARGIN

Net interest income continues to decline due primarily to net interest margin compression, dropping by $1.128 million, or 9%, for the third quarter of 2013 relative to the third quarter of 2012, and by $2.047 million, or 5%, for the first nine months of 2013 compared to the first nine months of 2012. The level of net interest income recognized in any given period depends on a combination of factors including the average volume and yield for interest-earning assets, the average volume and cost of interest-bearing liabilities, and the mix of products which comprise the Company's earning assets, deposits, and other interest-bearing liabilities. Net interest income is also impacted by the reversal of interest for loans placed on non-accrual status during the reporting period, and the recovery of interest on loans that had been on non-accrual and were either sold or returned to accrual status.

The following tables show average balances for significant balance sheet categories, and the amount of interest income or interest expense associated with each applicable category for the noted periods. The tables also display the calculated yields on each major component of the Company's investment and loan portfolios, the average rates paid on each key segment of the Company's interest-bearing liabilities, and our net interest margin for the noted periods.

Average Balances and Rates (dollars in thousands, except per share data)	For the Three Months Ended Ended September 30, 2013			For the Three Months Ended Ended September 30, 2012		
	Average Balance (1)	Income/ Expense	Average Rate/Yield (2)(3)	Average Balance (1)	Income/ Expense	Average Rate/Yield (2)(3)
Assets						
Investments:						
Federal funds sold/Due from time	$ 44,791	$ 28	0.24 %	$ 22,858	$ 15	0.26 %
Taxable	299,278	1,132	1.48 %	335,979	1,513	1.76 %
Non-taxable	87,902	699	4.71 %	81,521	700	5.09 %
Equity	2,359	-	-	1,840	10	2.13 %
Total Investments	434,330	1,859	2.00 %	442,198	2,238	2.30 %
Loans and Leases:(4)						
Agricultural	27,086	279	4.09 %	17,905	232	5.15 %
Commercial	176,241	2,308	5.20 %	202,175	2,762	5.43 %
Real Estate	524,451	7,898	5.97 %	527,474	8,402	6.34 %
Consumer	23,771	409	6.83 %	29,499	505	6.81 %
Direct Financing Leases	2,779	38	5.43 %	3,983	53	5.29 %
Other	41,866	-	-	32,926	-	-
Total Loans and Leases	796,194	10,932	5.45 %	813,962	11,954	5.84 %
Total Interest Earning Assets (5)	1,230,524	12,791	4.24 %	1,256,160	14,192	4.61 %
Other Earning Assets	5,932			6,389		
Non-Earning Assets	139,755			143,075		
Total Assets	$ 1,376,211			$ 1,405,624		
Liabilities and Shareholders' Equity						
Interest Bearing Deposits:						
Demand Deposits	$ 84,181	$ 74	0.35 %	$ 67,331	$ 60	0.35 %
NOW	193,289	88	0.18 %	194,628	123	0.25 %
Savings Accounts	135,255	73	0.21 %	109,070	61	0.22 %
Money Market	67,859	20	0.12 %	79,184	32	0.16 %
CDAR's	13,812	10	0.29 %	18,768	16	0.34 %
Certificates of Deposit<$100,000	85,406	102	0.47 %	112,412	157	0.56 %
Certificates of Deposit≥$100,000	210,273	201	0.38 %	225,905	297	0.52 %
Brokered Deposits	11,793	38	1.28 %	15,000	50	1.33 %
Total Interest Bearing Deposits	801,868	606	0.30 %	822,298	796	0.39 %
Borrowed Funds:						
Federal Funds Purchased	4	-	-	-	-	-
Repurchase Agreements	3,255	4	0.49 %	5,434	8	0.59 %
Short Term Borrowings	-	-	0.00 %	24,019	15	0.25 %
Long Term Borrowings	-	-	-	5,000	51	4.06 %
TRUPS	30,928	180	2.31 %	30,928	193	2.48 %
Total Borrowed Funds	34,187	184	2.14 %	65,381	267	1.62 %
Total Interest Bearing Liabilities	836,055	790	0.37 %	887,679	1,063	0.48 %
Demand Deposits	353,110			327,368		
Other Liabilities	11,340			16,513		
Shareholders' Equity	175,706			174,064		
Total Liabilities and Shareholders' Equity	$ 1,376,211			$ 1,405,624		

Interest Income/Interest Earning Assets		4.24 %		4.61 %
Interest Expense/Interest Earning Assets		0.25 %		0.34 %
Net Interest Income and Margin(6)	$ 12,001	3.99 %	$ 13,129	4.27 %

(1) Average balances are obtained from the best available daily or monthly data and are net of deferred fees and related direct costs.

(2) Yields and net interest margin have been computed on a tax equivalent basis utilizing a 34% effective tax rate.

(3) Annualized

(4) Loan costs have been included in the calculation of interest income. Loan costs were approximately $52 thousand and $(81) thousand for the quarters ended September 30, 2013 and 2012.
Loans are gross of the allowance for possible loan losses.

(5) Non-accrual loans have been included in total loans for purposes of total earning assets.

(6) Net interest margin represents net interest income as a percentage of average interest-earning assets.

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Average Balances and Rates (dollars in thousands, except per share data)	For the Nine Months Ended September 30, 2013			For the Nine Months Ended September 30, 2012		
	Average Balance (1)	Income/ Expense	Average Rate/Yield (2)(3)	Average Balance (1)	Income/ Expense	Average Rate/Yield (2)(3)
Assets						
Investments:						
Federal funds sold/Due from time	$ 38,720	$ 72	0.25 %	$ 26,694	$ 51	0.25 %
Taxable	308,138	3,311	1.42 %	339,873	5,116	1.98 %
Non-taxable	83,719	1,990	4.75 %	77,146	2,052	5.30 %
Equity	2,149	17	1.04 %	1,698	43	3.33 %
Total Investments	432,726	5,390	1.95 %	445,411	7,262	2.45 %
Loans and Leases:(4)						
Agricultural	25,040	760	4.06 %	15,985	547	4.57 %
Commercial	197,859	7,780	5.26 %	151,010	6,569	5.81 %
Real Estate	511,703	23,221	6.07 %	528,233	25,326	6.40 %
Consumer	25,055	1,324	7.07 %	31,007	1,630	7.02 %
Direct Financing Leases	3,018	122	5.40 %	4,416	179	5.41 %
Nonperforming Loans	46,940	-	-	44,744	-	-
Total Loans and Leases	809,615	33,207	5.48 %	775,395	34,251	5.90 %
Total Interest Earning Assets (5)	1,242,341	38,597	4.26 %	1,220,806	41,513	4.66 %
Other Earning Assets	6,155			6,650		
Non-Earning Assets	140,634			141,799		
Total Assets	$ 1,389,130			$ 1,369,255		
Liabilities and Shareholders' Equity						
Interest Bearing Deposits:						
Demand Deposits	$ 85,035	$ 225	0.35 %	$ 67,862	$ 190	0.37 %
NOW	195,016	281	0.19 %	193,977	457	0.31 %
Savings Accounts	129,911	209	0.22 %	104,793	178	0.23 %
Money Market	71,359	74	0.14 %	80,011	97	0.16 %
CDAR's	13,933	30	0.29 %	18,583	43	0.31 %
Certificates of Deposit<$100,000	92,362	326	0.47 %	105,548	482	0.61 %
Certificates of Deposit≥$100,000	212,597	630	0.40 %	224,064	892	0.53 %
Brokered Deposits	11,648	119	1.37 %	15,000	151	1.34 %
Total Interest Bearing Deposits	811,861	1,894	0.31 %	809,838	2,490	0.41 %
Borrowed Funds:						
Federal Funds Purchased	2	-	-	-	-	-
Repurchase Agreements	2,314	10	0.58 %	3,994	18	0.60 %
Short Term Borrowings	4,675	6	0.17 %	12,871	23	0.24 %
Long Term Borrowings	1,392	33	3.17 %	7,628	231	4.05 %
TRUPS	30,928	536	2.32 %	30,928	586	2.53 %

Total Borrowed Funds		39,311		585	1.99	%		55,421		858	2.07	%
Total Interest Bearing Liabilities		851,172		2,479	0.39	%		865,259		3,348	0.52	%
Non-interest Bearing Demand Deposits		345,939						314,804				
Other Liabilities		16,314						17,133				
Shareholders' Equity		175,705						172,059				
Total Liabilities and Shareholders' Equity	$	1,389,130					$	1,369,255				
Interest Income/Interest Earning Assets					4.26	%					4.66	%
Interest Expense/Interest Earning Assets					0.26	%					0.37	%
Net Interest Income and Margin(6)			$	36,118	4.00	%			$	38,165	4.29	%

(1) Average balances are obtained from the best available daily or monthly data and are net of deferred fees and related direct costs.

(2) Yields and net interest margin have been computed on a tax equivalent basis utilizing a 34% effective tax rate.

(3) Annualized

(4) Loan costs have been included in the calculation of interest income. Loan costs were approximately $84 thousand and $149 thousand for the nine months ended September 30, 2013 and 2012.
Loans are gross of the allowance for possible loan losses.

(5) Non-accrual loans have been included in total loans for purposes of total earning assets.

(6) Net interest margin represents net interest income as a percentage of average interest-earning assets.

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The Volume and Rate Variances table below sets forth the dollar difference in interest earned or paid for each major category of interest-earning assets and interest-bearing liabilities for the noted periods, and the amount of such change attributable to changes in average balances (volume) or changes in average interest rates. Volume variances are equal to the increase or decrease in average balance multiplied by prior period rates, and rate variances are equal to the increase or decrease in rate times prior period average balances. Variances attributable to both rate and volume changes are calculated by multiplying the change in rate by the change in average balance, and have been allocated to the rate variance. The fact that the first nine months of 2013 had one less day than the first nine months of 2012, which was a leap year, also contributed to the decline in net interest income in 2013 (the $139,000 unfavorable variance attributable to one less day in the first nine months impacted both rate and volume variances in the table below).

Volume & Rate Variances (dollars in thousands)	Three Months Ended September 30, 2013 over 2012 Increase(decrease) due to			Nine Months Ended September 30, 2013 over 2012 Increase(decrease) due to		
Assets:	Volume	Rate	Net	Volume	Rate	Net
Investments:						
Federal funds sold / Due from time	$ 14	$ (1)	$ 13	$ 23	$ (2)	$ 21
Taxable	(165)	(216)	(381)	(478)	(1,327)	(1,805)
Non-taxable(1)	55	(56)	(1)	175	(237)	(62)
Equity	3	(13)	(10)	11	(37)	(26)
Total Investments	(93)	(286)	(379)	(269)	(1,603)	(1,872)
Loans and Leases:						
Agricultural	119	(72)	47	310	(97)	213
Commercial	(354)	(100)	(454)	2,038	(827)	1,211
Real Estate	(48)	(456)	(504)	(793)	(1,312)	(2,105)
Consumer	(98)	2	(96)	(313)	7	(306)
Direct Financing Leases	(16)	1	(15)	(57)	-	(57)
Total Loans and Leases	(397)	(625)	(1,022)	1,185	(2,229)	(1,044)
Total Interest Earning Assets	$ (490)	$ (911)	$ (1,401)	$ 916	$ (3,832)	$ (2,916)
Liabilities						
Interest Bearing Deposits:						
Demand Deposits	$ 15	$ (1)	$ 14	$ 48	$ (13)	$ 35
NOW	(1)	(34)	(35)	2	(178)	(176)
Savings Accounts	15	(3)	12	43	(12)	31
Money Market	(5)	(7)	(12)	(10)	(13)	(23)
CDAR's	(4)	(2)	(6)	(11)	(2)	(13)
Certificates of Deposit < $100,000	(38)	(17)	(55)	(60)	(96)	(156)
Certificates of Deposit ≥ $100,000	(21)	(75)	(96)	(46)	(216)	(262)
Brokered Deposits	(11)	(1)	(12)	(34)	2	(32)
Total Interest Bearing Deposits	(50)	(140)	(190)	(68)	(528)	(596)
Borrowed Funds:						
Repurchase Agreements	(3)	(1)	(4)	(8)	-	(8)
Short Term Borrowings	(15)	-	(15)	(15)	(2)	(17)
Long Term Borrowings	(51)	-	(51)	(189)	(9)	(198)
TRUPS	-	(13)	(13)	-	(50)	(50)
Total Borrowed Funds	(69)	(14)	(83)	(212)	(61)	(273)
Total Interest Bearing Liabilities	$ (119)	$ (154)	$ (273)	$ (280)	$ (589)	$ (869)
Net Interest Margin/Income	$ (371)	$ (757)	$ (1,128)	$ 1,196	$ (3,243)	$ (2,047)

(1) Yields on tax exempt income have not been computed on a tax equivalent basis.

The volume variance calculated for the third quarter of 2013 relative to the third quarter of 2012 was negative $371,000, due primarily to a reduction of $26 million in average interest-earning assets. We also experienced volume shifts within average investment balances, from higher-yielding bonds into lower-yielding balances held at the Federal Reserve Bank (FRB), and within average loans, from higher-yielding loan categories into lower-yielding loan types and non-accrual loans. Favorable movement in average liability and equity balances, however, partially offset the negative impact of balance sheet contraction and earning asset fluctuations on our volume variance for the quarter. Total interest-bearing deposits dropped by $20 million and the average balance of higher-cost non-deposit borrowings was $31 million lower. We also saw some migration within deposit balances from aggregate average time deposits into lower-cost non-maturity deposits for the comparative quarters, including a $26 million increase in the average balance of non-interest bearing demand deposits.

The impact of interest rate changes resulted in a $757,000 unfavorable rate variance in net interest income for the comparative quarters. Our weighted average yield on interest-earning assets fell 37 basis points due to lower loan rates stemming from intense competition for quality loans, and lower investment yields resulting from the runoff of higher-yielding bonds and an increase in relatively low-yielding FRB balances. By comparison, our weighted average cost of interest-bearing liabilities was just 11 basis points lower. The negative rate variance is exacerbated by our sizeable net interest position, which is the difference between interest-earning assets and interest-bearing liabilities. Our average net interest position for the third quarter of 2012, the base period for the rate variance calculation, was $368 million, meaning that the yield decrease for interest-earning assets was applied to a much higher balance than the rate decrease for interest-bearing liabilities and had a greater impact on net interest income. Partially alleviating the negative pressures on our rate variance for the quarterly comparison were $39,000 in net interest recoveries in the third quarter of 2013, relative to only $2,000 in net interest recoveries in the third quarter of 2012.

The Company's net interest margin, which is tax-equivalent net interest income as a percentage of average interest-earning assets, is affected by the same factors discussed above relative to rate and volume variances. Our net interest margin was 3.99% in the third quarter of 2013, a decline of 28 basis points relative to the third quarter of 2012. The principal adverse factors impacting our net interest margin in the third quarter of 2013 include competitive pressures on loan yields and an increase in low-yielding average balances at the FRB. Partially offsetting the negative developments were a shift in average balances from non-deposit borrowings and higher-cost time deposits into lower-cost non-maturity deposits, an increase in the average balance non-interest bearing demand deposits, and the favorable differential in net interest recoveries.

The change in net interest income for the first nine months of 2013 relative to the first nine months of 2012 includes a favorable volume variance of $1.196 million and a negative rate variance of $3.243 million. The volume variance for the year-to-date period was due primarily to a $22 million increase in average interest-earning assets, which was enhanced by relatively strong growth in the average balances of low-cost customer deposits. A shift within loans from higher-yielding real estate and consumer loans into lower-yielding commercial and agricultural loans partially offset some of the favorable dynamics impacting our volume variance for the comparative year-to-date periods.

Some of the same factors discussed for the quarterly rate variance were applicable with regard to the rate variance for the year-to-date period. For the first nine months of 2013 relative to the first nine months of 2012 the weighted average yield on the Company's earning assets was 40 basis points lower, while the weighted average cost of interest-bearing liabilities fell by only 13 basis points. There was a slight favorable impact on the year-to-date comparison from net interest recoveries, which totaled $161,000 in the first nine months of 2013 relative to $148,000 in the first nine months of 2012. The Company's net interest margin for the first nine months of 2013 was 4.00%, a drop of 29 basis points relative to the net interest margin of 4.29% in the first nine months of 2012.

Provision for loan and LEASE losses

Credit risk is inherent in the business of making loans. The Company sets aside an allowance for loan and lease losses, a contra-asset account, through periodic charges to earnings which are reflected in the income statement as the provision for loan and lease losses. The Company's loan loss provision totaled $800,000 for the third quarter of 2013 and $2.850 million for the first nine months of 2013, representing reductions of $3.900 million, or 83%, in the third quarter and $7.760 million, or 73% in the first nine months relative to the same periods in 2012.

The Company's loan loss provision has been sufficient to maintain our allowance for loan and lease losses at a level that, in management's judgment, is adequate to absorb probable loan losses related to specifically-identified impaired loans, as well as probable incurred losses in the remaining loan portfolio. Specifically identifiable and quantifiable loan losses are immediately charged off against the allowance. Net loans charged off in the third quarter and first nine months of 2013 totaled $1.156 million and $4.899 million, respectively, relative to $5.757 million in the third quarter of 2012 and $15.087 million in the first nine months of 2012. Many of the charge-offs in 2013 were taken against previously-established specific reserves on impaired loans, and did not directly result in the need for reserve replenishment via the loan loss provision. Our loan loss provision in 2013 has been utilized primarily to provide specific reserves for certain other impaired loans, however. Our general reserve for non-impaired loans has been declining, consistent with lower loan balances and improved credit quality.

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The Company's policies for monitoring the adequacy of the allowance and determining loan amounts that should be charged off, and other detailed information with regard to changes in the allowance, are discussed in note 12 to the consolidated financial statements and below under "Allowance for Loan and Lease Losses." The process utilized to establish an appropriate allowance for loan and lease losses can result in a high degree of variability in the Company's loan loss provision, and consequently in our net earnings.

NON-INTEREST INCOME and NON-INTEREST expense

The following table provides details on the Company's non-interest income and non-interest expense for the three-month and nine-month periods ended September 30, 2013 and 2012:

Non Interest Income/Expense &#1