

LAKELAND BANCORP INC  
Form 10-Q  
August 09, 2013  
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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 10-Q

(Mark one)

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

For the quarterly period ended June 30, 2013

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-17820

# LAKELAND BANCORP, INC.

(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation or organization)	22- 2953275 (I. R.S. Employer Identification No.)
250 Oak Ridge Road,  Oak Ridge, New Jersey (Address of principal executive offices)	07438 (Zip Code)
(973) 697-2000	

(Registrant's telephone number, including area code)

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

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

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting Company

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

### APPLICABLE ONLY TO CORPORATE ISSUERS:

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

As of July 26, 2013 there were 35,740,392 outstanding shares of Common Stock, no par value.

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The Securities and Exchange Commission maintains a web site which contains reports, proxy and information statements and other information relating to registrants that file electronically at the address: [http:// www.sec.gov](http://www.sec.gov).

**Table of Contents****Lakeland Bancorp, Inc. and Subsidiaries****CONSOLIDATED BALANCE SHEETS**

	June 30, 2013 (unaudited)	December 31, 2012
	(dollars in thousands except share and per share amounts)	
<b>ASSETS:</b>		
Cash	\$ 102,260	\$ 100,926
Interest-bearing deposits due from banks	7,147	6,619
Total cash and cash equivalents	109,407	107,545
Investment securities available for sale, at fair value	397,763	393,710
Investment securities held to maturity; fair value of \$96,105 at June 30, 2013 and \$99,784 at December 31, 2012	96,466	96,925
Federal Home Loan Bank Stock, at cost	5,975	5,382
Loans, net of deferred costs (fees)	2,446,632	2,146,843
Loans held for sale	2,394	
Less: allowance for loan and lease losses	29,626	28,931
Net loans	2,419,400	2,117,912
Premises and equipment, net	37,883	33,280
Accrued interest receivable	8,629	7,643
Goodwill	110,381	87,111
Other identifiable intangible assets	2,671	
Bank owned life insurance	55,152	46,143
Other assets	18,684	23,052
<b>TOTAL ASSETS</b>	<b>\$ 3,262,411</b>	<b>\$ 2,918,703</b>
<b>LIABILITIES</b>		
Deposits:		
Noninterest bearing	\$ 600,868	\$ 498,066
Savings and interest-bearing transaction accounts	1,739,943	1,569,139
Time deposits under \$100 thousand	194,666	188,278
Time deposits \$100 thousand and over	137,382	115,514
Total deposits	2,672,859	2,370,997
Federal funds purchased and securities sold under agreements to repurchase	116,627	117,289
Other borrowings	75,000	85,000
Subordinated debentures	42,548	51,548
Other liabilities	14,268	13,002
<b>TOTAL LIABILITIES</b>	<b>2,921,302</b>	<b>2,637,836</b>
<b>STOCKHOLDERS EQUITY</b>		
Common stock, no par value; authorized shares, 70,000,000; issued 35,736,046 shares at June 30, 2013 and 29,941,967 shares at December 31, 2012	361,797	303,794
Accumulated deficit	(17,305)	(24,145)
Treasury stock, at cost, 34,595 shares at June 30, 2013 and 216,077 at December 31, 2012	(428)	(2,718)
Accumulated other comprehensive (loss) gain	(2,955)	3,936
<b>TOTAL STOCKHOLDERS EQUITY</b>	<b>341,109</b>	<b>280,867</b>

<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	\$ 3,262,411	\$ 2,918,703
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The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****Lakeland Bancorp, Inc. and Subsidiaries**

## CONSOLIDATED STATEMENTS OF INCOME UNAUDITED

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands, except per share data)			
<b>INTEREST INCOME</b>				
Loans, leases and fees	\$ 25,365	\$ 25,272	\$ 49,772	\$ 50,730
Federal funds sold and interest-bearing deposits with banks	17	6	30	12
Taxable investment securities and other	1,808	2,207	3,527	4,547
Tax-exempt investment securities	440	453	870	943
<b>TOTAL INTEREST INCOME</b>	<b>27,630</b>	<b>27,938</b>	<b>54,199</b>	<b>56,232</b>
<b>INTEREST EXPENSE</b>				
Deposits	1,560	2,139	3,222	4,395
Federal funds purchased and securities sold under agreements to repurchase	13	28	22	56
Other borrowings	911	2,023	1,873	4,087
<b>TOTAL INTEREST EXPENSE</b>	<b>2,484</b>	<b>4,190</b>	<b>5,117</b>	<b>8,538</b>
<b>NET INTEREST INCOME</b>	<b>25,146</b>	<b>23,748</b>	<b>49,082</b>	<b>47,694</b>
Provision for loan and lease losses	2,594	3,877	5,777	8,433
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN AND LEASE LOSSES</b>	<b>22,552</b>	<b>19,871</b>	<b>43,305</b>	<b>39,261</b>
<b>NONINTEREST INCOME</b>				
Service charges on deposit accounts	2,692	2,710	5,214	5,157
Commissions and fees	1,143	1,259	2,356	2,239
Gains on sales of investment securities	1	241	506	273
Gain on debt extinguishment	1,197		1,197	
Income on bank owned life insurance	340	339	653	678
Other income	420	222	918	481
<b>TOTAL NONINTEREST INCOME</b>	<b>5,793</b>	<b>4,771</b>	<b>10,844</b>	<b>8,828</b>
<b>NONINTEREST EXPENSE</b>				
Salaries and employee benefits	10,133	9,565	20,086	19,000
Net occupancy expense	1,887	1,636	3,861	3,324
Furniture and equipment	1,505	1,139	2,910	2,222
Stationery, supplies and postage	368	355	738	691
Marketing expense	435	458	723	928
FDIC insurance expense	556	546	1,069	1,101
Legal expense	286	346	528	745
Expenses on other real estate owned and other repossessed assets	(2)	38	17	76
Long term debt prepayment fee			526	
Merger related expenses	1,452		2,083	
Core deposit intangible amortization	41		41	
Other expenses	2,732	2,387	5,038	4,658
<b>TOTAL NONINTEREST EXPENSE</b>	<b>19,393</b>	<b>16,470</b>	<b>37,620</b>	<b>32,745</b>
Income before provision for income taxes	8,952	8,172	16,529	15,344

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Income tax expense	3,049	2,719	5,518	4,920
<b>NET INCOME</b>	\$ 5,903	\$ 5,453	\$ 11,011	\$ 10,424
Dividends on Preferred Stock and Accretion				620
<b>Net Income Available to Common Stockholders</b>	\$ 5,903	\$ 5,453	\$ 11,011	\$ 9,804
<b>PER SHARE OF COMMON STOCK</b>				
Basic earnings	\$ 0.19	\$ 0.20	\$ 0.36	\$ 0.36
Diluted earnings	\$ 0.19	\$ 0.20	\$ 0.36	\$ 0.36
Dividends	\$ 0.07	\$ 0.06	\$ 0.14	\$ 0.12

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

**Table of Contents****Lakeland Bancorp, Inc. and Subsidiaries****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME UNAUDITED**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
<b>NET INCOME</b>	<b>\$ 5,903</b>	<b>\$ 5,453</b>	<b>\$ 11,011</b>	<b>\$ 10,424</b>
<b>OTHER COMPREHENSIVE INCOME, NET OF TAX:</b>				
Unrealized securities gains (losses) during period	(6,321)	823	(6,572)	954
Reclassification for gains included in net income	(1)	(156)	(329)	(177)
Change in pension liability, net	4	5	10	10
Other Comprehensive Income (Loss)	(6,318)	672	(6,891)	787
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>(\$ 415)</b>	<b>\$ 6,125</b>	<b>\$ 4,120</b>	<b>\$ 11,211</b>

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



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## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY UNAUDITED

Six Months Ended June 30, 2013

	Common stock		Accumulated deficit (dollars in thousands)	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
	Number of Shares	Amount				
BALANCE January 1, 2013	29,941,967	\$ 303,794	(\$ 24,145)	(\$ 2,718)	\$ 3,936	\$ 280,867
Net Income			11,011			11,011
Other comprehensive loss, net of tax					(6,891)	(6,891)
Stock based compensation		441				441
Issuance of restricted stock awards		(1,240)		1,240		
Issuance of stock for acquisition	5,794,079	57,419				57,419
Issuance of stock options for acquisition		1,603				1,603
Issuance of stock to dividend reinvestment and stock purchase plan		(199)	(603)	902		100
Exercise of stock options, net of excess tax benefits		(21)		148		127
Cash dividends, common stock			(3,568)			(3,568)
BALANCE June 30, 2013 (UNAUDITED)	35,736,046	\$ 361,797	(\$ 17,305)	(\$ 428)	(\$ 2,955)	\$ 341,109

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

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## CONSOLIDATED STATEMENTS OF CASH FLOWS UNAUDITED

	For the Six Months Ended June 30,	
	2013	2012
	(dollars in thousands)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 11,011	\$ 10,424
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization of premiums, discounts and deferred loan fees and costs	2,783	3,122
Depreciation and amortization	1,804	1,435
Provision for loan and lease losses	5,777	8,433
Loans originated for sale	(20,152)	
Proceeds from sales of loans	20,668	
Gains on securities	(506)	(273)
Gain on early debt extinguishment	(1,197)	
Gains on sales of loans held for sale	(377)	
Gains on leases		(273)
Gains on sales of other real estate and other repossessed assets	(45)	(72)
Gains on sales of premises and equipment	(68)	
Stock-based compensation	441	368
Decrease in other assets	7,911	485
(Decrease) Increase in other liabilities	(519)	1,654
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>27,531</b>	<b>25,303</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Net cash acquired in acquisition	74,316	
Proceeds from repayments on and maturity of securities:		
Available for sale	38,704	62,595
Held to maturity	14,551	19,974
Proceeds from sales of securities		
Available for sale	53,670	53,718
Purchase of securities:		
Available for sale	(106,933)	(71,062)
Held to maturity	(5,657)	(39,699)
Net (increase) decrease in Federal Home Loan Bank Stock	(100)	233
Net increase in loans and leases	(62,609)	(55,932)
Proceeds from sales of other real estate and repossessed assets	1,218	535
Capital expenditures	(1,546)	(5,538)
Proceeds from sales of bank premises and equipment	462	
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>6,076</b>	<b>(35,176)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net (decrease) increase in deposits	(9,939)	27,747
(Decrease) increase in federal funds purchased and securities sold under agreements to repurchase	(662)	20,827
Proceeds from other borrowings		230,000
Repayments of other borrowings	(10,000)	(240,000)
Early extinguishment of subordinated debentures	(7,803)	
Redemption of preferred stock and common stock warrant		(21,800)
Excess tax benefits	37	18
Exercise of stock options	91	

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Issuance of stock to dividend reinvestment and stock purchase plan	100	108
Dividends paid	(3,569)	(2,867)
<b>NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES</b>	<b>(31,745)</b>	<b>14,033</b>
Net increase in cash and cash equivalents	1,862	4,160
Cash and cash equivalents, beginning of period	107,545	72,558
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 109,407</b>	<b>\$ 76,718</b>

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

**Table of Contents****Notes to Consolidated Financial Statements (Unaudited)****Note 1. Significant Accounting Policies***Basis of Presentation.*

This quarterly report presents the consolidated financial statements of Lakeland Bancorp, Inc. (the Company) and its subsidiary, Lakeland Bank (Lakeland). The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America (U.S. GAAP) and predominant practices within the banking industry.

The Company's unaudited interim financial statements reflect all adjustments, such as normal recurring accruals that are, in the opinion of management, necessary for the fair presentation of the results of the interim periods. The results of operations for the quarter presented do not necessarily indicate the results that the Company will achieve for all of 2013. You should read these interim financial statements in conjunction with the audited consolidated financial statements and accompanying notes that are presented in the Lakeland Bancorp, Inc. Annual Report on Form 10-K for the year ended December 31, 2012.

On May 31, 2013, the Company completed its acquisition of Somerset Hills Bancorp ( Somerset Hills ). For more information, see Note 14 below.

The financial information in this quarterly report has been prepared in accordance with the Company's customary accounting practices. Certain information and footnote disclosures required under U.S. GAAP have been condensed or omitted, as permitted by rules and regulations of the Securities and Exchange Commission.

All weighted average, actual share and per share information set forth in this Quarterly Report on Form 10-Q have been adjusted retroactively for the effects of stock dividends.

Certain reclassifications have been made to prior period financial statements to conform to the 2013 presentation.

**Note 2. Stock-Based Compensation**

Share-based compensation expense of \$441,000 and \$368,000 was recognized for the six months ended June 30, 2013 and 2012, respectively. As of June 30, 2013, there was unrecognized compensation cost of \$1.8 million related to unvested restricted stock; that cost is expected to be recognized over a weighted average period of approximately 3 years. Unrecognized compensation expense related to unvested stock options was approximately \$151,000 as of June 30, 2013 and is expected to be recognized over a period of 2.7 years.

In the first six months of 2013, the Company granted 99,182 shares of restricted stock at a grant date fair value of \$9.82 per share under the Company's 2009 equity compensation program. These shares vest over a five year period. Compensation expense on these shares is expected to average approximately \$195,000 per year for the next five years. In the first six months of 2012, the Company granted 91,269 shares of restricted stock at a grant date fair value of \$9.50 per share under the 2009 program. Compensation expense on these shares is expected to average approximately \$173,000 per year over a five year period.

On May 31, 2013, the Company granted options to purchase 50,000 shares to two new non-employee directors of the Company at an exercise price of \$9.91 per share under the 2009 program. Each director's options are exercisable in five equal installments beginning at the date of grant and continuing on the next four anniversaries of the grant date. The fair value of these options were estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rates	1.55%
Expected dividend yield	2.82%
Expected volatility	45.45%
Expected lives (years)	7.00
Weighted average fair value of options granted	\$ 3.48



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There were no grants of stock options in the first six months of 2012.

The Company also assumed the outstanding options granted under Somerset Hills stock option plans at the time of merger. Based on the conversion ratio in the merger, the Company assumed options to purchase 376,372 shares of Lakeland stock in these plans at a weighted average exercise price of \$6.65.

Option activity under the Company's stock option plans is as follows:

	Number of shares	Weighted average exercise price	Weighted average remaining contractual term ( in years)	Aggregate intrinsic value
Outstanding, January 1, 2013	475,697	\$ 12.31		\$ 53,853
Issued	426,372	7.03		
Exercised	(12,040)	7.55		
Forfeited	(5,164)	12.93		
Outstanding, June 30, 2013	884,865	\$ 9.83	3.03	\$ 1,476,405
Options exercisable at June 30, 2013	834,865	\$ 9.85	2.71	\$ 1,433,477

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the first six months of 2013 and the exercise price, multiplied by the number of in-the-money options).

The aggregate intrinsic value of stock options exercised during the six months ended June 30, 2013 was \$31,000. Exercise of stock options during the first six months of 2013 resulted in cash receipts of \$91,000.

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Information regarding the Company's restricted stock (all unvested) and changes during the three months ended June 30, 2013 is as follows:

	Number of shares	Weighted average price
Outstanding, January 1, 2013	222,556	\$ 9.15
Granted	99,182	9.82
Vested	(64,680)	8.59
Forfeited	(2,344)	9.26
Outstanding, June 30, 2013	254,714	\$ 9.55

**Note 3. Comprehensive Income**

The components of other comprehensive income are as follows:

For the quarter ended:	Before tax amount	June 30, 2013 Tax Benefit (Expense) (in thousands)	Net of tax amount	Before tax amount	June 30, 2012 Tax Benefit (Expense) (in thousands)	Net of tax amount
Net unrealized gains (losses) on available for sale securities						
Net unrealized holding gains (losses) arising during period	(\$ 9,986)	\$ 3,665	(\$ 6,321)	\$ 1,314	(\$ 491)	\$ 823
Reclassification adjustment for net gains arising during the period	(1)		(1)	(241)	85	(156)
Net unrealized gains (losses)	(\$ 9,987)	\$ 3,665	(\$ 6,322)	\$ 1,073	(\$ 406)	\$ 667
Change in minimum pension liability	7	(3)	4	7	(2)	5
Other comprehensive income (loss), net	(\$ 9,980)	\$ 3,662	(\$ 6,318)	\$ 1,080	(\$ 408)	\$ 672
For the six months ended:	Before tax amount	Tax Benefit (Expense) (in thousands)	Net of tax amount	Before tax amount	Tax Benefit (Expense) (in thousands)	Net of tax amount
Net unrealized gains (losses) on available for sale securities						
Net unrealized holding gains (losses) arising during period	(\$ 10,400)	\$ 3,828	(\$ 6,572)	\$ 1,508	(\$ 554)	\$ 954
Reclassification adjustment for net gains arising during the period	(506)	177	(329)	(273)	96	(177)
Net unrealized gains (losses)	(\$ 10,906)	\$ 4,005	(\$ 6,901)	\$ 1,235	(\$ 458)	\$ 777
Change in minimum pension liability	15	(5)	10	15	(5)	10
Other comprehensive income (loss), net	(\$ 10,891)	\$ 4,000	(\$ 6,891)	\$ 1,250	(\$ 463)	\$ 787

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The following table shows the changes in the balances of each of the components of other comprehensive income for the periods presented:

## Changes in Accumulated Other Comprehensive Income by Component (a)

	For the Three Months Ended			For the Three Months Ended		
	June 30, 2013			June 30, 2012		
	Unrealized Gains and Losses on Available-for-sale Securities	Pension Items	Total (in thousands)	Unrealized Gains and Losses on Available-for-sale Securities	Pension Items	Total
Beginning Balance	\$ 3,974	(\$ 611)	\$ 3,363	\$ 3,616	(\$ 630)	\$ 2,986
Other comprehensive income (loss) before classifications	(6,321)	4	(6,317)	823	5	828
Amounts reclassified from accumulated other comprehensive income	(1)		(1)	(156)		(156)
Net current period other comprehensive income (loss)	(6,322)	4	(6,318)	667	5	672
Ending balance	(\$ 2,348)	(\$ 607)	(\$ 2,955)	\$ 4,283	(\$ 625)	\$ 3,658

(a) All amounts are net of tax.

## Changes in Accumulated Other Comprehensive Income by Component (a)

	For the Six Months Ended			For the Six Months Ended		
	June 30, 2013			June 30, 2012		
	Unrealized Gains and Losses on Available-for-sale Securities	Pension Items	Total (in thousands)	Unrealized Gains and Losses on Available-for-sale Securities	Pension Items	Total
Beginning Balance	\$ 4,553	(\$ 617)	\$ 3,936	\$ 3,506	(\$ 635)	\$ 2,871
Other comprehensive income (loss) before classifications	(6,572)	10	(6,562)	954	10	964
Amounts reclassified from accumulated other comprehensive income	(329)		(329)	(177)		(177)
Net current period other comprehensive income (loss)	(6,901)	10	(6,891)	777	10	787
Ending balance	(\$ 2,348)	(\$ 607)	(\$ 2,955)	\$ 4,283	(\$ 625)	\$ 3,658



(a) All amounts are net of tax.

**Table of Contents****Note 4. Statement of Cash Flow Information, Supplemental Information**

	For the Six Months Ended June 30,	
	2013	2012
	(in thousands)	
<b>Supplemental schedule of noncash investing and financing activities:</b>		
Cash paid during the period for income taxes	\$ 3,850	\$ 2,962
Cash paid during the period for interest	5,094	8,679
Transfer of loans and leases into other repossessed assets and other real estate owned	980	531

**Note 5. Earnings Per Share**

The following schedule shows the Company's earnings per share for the periods presented:

(In thousands, except per share data)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Net income available to common shareholders	\$ 5,903	\$ 5,453	\$ 11,011	\$ 9,804
Less: earnings allocated to participating securities	50	49	77	85
<b>Net income allocated to common shareholders</b>	<b>\$ 5,853</b>	<b>\$ 5,404</b>	<b>\$ 10,934</b>	<b>\$ 9,719</b>
Weighted average number of common shares outstanding - basic	31,527	26,737	30,551	26,719
Share-based plans	91	63	76	55
Weighted average number of common shares - diluted	31,618	26,800	30,627	26,774
<b>Basic earnings per share</b>	<b>\$ 0.19</b>	<b>\$ 0.20</b>	<b>\$ 0.36</b>	<b>\$ 0.36</b>
<b>Diluted earnings per share</b>	<b>\$ 0.19</b>	<b>\$ 0.20</b>	<b>\$ 0.36</b>	<b>\$ 0.36</b>

Options to purchase 492,973 shares of common stock at a weighted average price of \$12.29 per share were outstanding and were not included in the computation of diluted earnings per share for the quarter ended June 30, 2013 because the exercise price was greater than the average market price. Options to purchase 570,914 shares of common stock at a weighted average price of \$12.79 were outstanding and were not included in the computation of diluted earnings per share for the quarter ended June 30, 2012 because the exercise price was greater than the average market price.

Options to purchase 492,973 shares of common stock at a weighted average price of \$12.29 per share were outstanding and were not included in the computation of diluted earnings per share for the six months ended June 30, 2013 because the exercise price was greater than the average market price. Options to purchase 570,914 shares of common stock at a weighted average price of \$12.79 were outstanding and were not included in the computation of diluted earnings per share for the six months ended June 30, 2012 because the exercise price was greater than the average market price.

**Table of Contents****Note 6. Investment Securities**

AVAILABLE FOR SALE	June 30, 2013				December 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in thousands)				(in thousands)			
U.S. treasury and U.S. government agencies	\$ 62,140	\$ 0	\$ (2,365)	\$ 59,775	\$ 86,002	\$ 577	\$ (8)	\$ 86,571
Mortgage-backed securities, residential	272,949	2,188	(4,323)	270,814	235,052	5,086	(579)	239,559
Obligations of states and political subdivisions	37,582	961	(471)	38,072	36,848	1,832	(60)	38,620
Other debt securities	13,565	25	(286)	13,304	13,576	189	(321)	13,444
Equity securities	15,185	852	(239)	15,798	14,984	608	(76)	15,516
	<b>\$ 401,421</b>	<b>\$ 4,026</b>	<b>\$ (7,684)</b>	<b>\$ 397,763</b>	<b>\$ 386,462</b>	<b>\$ 8,292</b>	<b>\$ (1,044)</b>	<b>\$ 393,710</b>

HELD TO MATURITY	June 30, 2013				December 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in thousands)				(in thousands)			
U.S. government agencies	\$ 16,022	\$ 27	\$ (305)	\$ 15,744	\$ 16,089	\$ 385	\$	\$ 16,474
Mortgage-backed securities, residential	34,946	589	(699)	34,836	39,065	1,313	(27)	40,351
Mortgage-backed securities, multifamily	2,404		(161)	2,243	1,421		(13)	1,408
Obligations of states and political subdivisions	41,550	676	(636)	41,590	38,801	1,068	(68)	39,801
Other debt securities	1,544	148		1,692	1,549	201		1,750
	<b>\$ 96,466</b>	<b>\$ 1,440</b>	<b>\$ (1,801)</b>	<b>\$ 96,105</b>	<b>\$ 96,925</b>	<b>\$ 2,967</b>	<b>\$ (108)</b>	<b>\$ 99,784</b>

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The following table shows investment securities by stated maturity. Securities backed by mortgages have expected maturities that differ from contractual maturities because borrowers have the right to call or prepay, and are, therefore, classified separately with no specific maturity date (in thousands):

	June 30, 2013			
	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 2,794	\$ 2,802	\$ 7,252	\$ 7,278
Due after one year through five years	38,020	38,154	13,603	14,162
Due after five years through ten years	69,311	67,379	30,207	29,820
Due after ten years	3,162	2,816	8,054	7,766
	113,287	111,151	59,116	59,026
Mortgage-backed securities	272,949	270,814	37,350	37,079
Equity securities	15,185	15,798		
Total securities	\$ 401,421	\$ 397,763	\$ 96,466	\$ 96,105

The following table shows proceeds from sales of securities, gross gains and gross losses on sales or calls of securities and other than temporary impairments for the periods indicated (in thousands):

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Sale proceeds	\$	\$ 37,178	\$ 53,670	\$ 53,718
Gross gains	1	485	509	584
Gross losses		(244)	(3)	(311)

Gains or losses on sales of investment securities are based on the net proceeds and the adjusted carrying amount of the securities sold using the specific identification method.

Securities with a carrying value of approximately \$296.1 million and \$328.4 million at June 30, 2013 and December 31, 2012, respectively, were pledged to secure public deposits and for other purposes required by applicable laws and regulations.

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The following table indicates the length of time individual securities have been in a continuous unrealized loss position at June 30, 2013 and December 31, 2012:

June 30, 2013	Less than 12 months		12 months or longer			Total	
	Fair value	Unrealized Losses	Fair value	Unrealized Losses	Number of securities	Fair value	Unrealized Losses
<b>AVAILABLE FOR SALE</b>							
			(dollars in thousands)				
U.S. treasury and U.S. government agencies	\$ 59,775	\$ 2,365	\$	\$	13	\$ 59,775	\$ 2,365
Mortgage-backed securities, residential	147,226	4,317	1,865	6	36	149,091	4,323
Obligations of states and political subdivisions	6,549	358	1,153	113	15	7,702	471
Other debt securities	6,565	33	5,727	253	6	12,292	286
Equity securities	4,535	204	210	35	2	4,745	239
	\$ 224,650	\$ 7,277	\$ 8,955	\$ 407	72	\$ 233,605	\$ 7,684
<b>HELD TO MATURITY</b>							
U.S. government agencies	\$ 10,712	\$ 305	\$	\$	2	\$ 10,712	\$ 305
Mortgage-backed securities, residential	23,435	699			9	23,435	699
Mortgage-backed securities, multifamily	2,243	161			2	2,243	161
Obligations of states and political subdivisions	11,061	632	351	4	29	11,412	636
	\$ 47,451	\$ 1,797	\$ 351	\$ 4	42	\$ 47,802	\$ 1,801
<b>December 31, 2012</b>							
<b>AVAILABLE FOR SALE</b>							
			(dollars in thousands)				
U.S. government agencies	\$ 3,992	\$ 8	\$	\$	1	\$ 3,992	\$ 8
Mortgage-backed securities, residential	30,359	572	3,239	7	10	33,598	579
Obligations of states and political subdivisions	2,825	60			7	2,825	60
Other debt securities			5,661	321	2	5,661	321
Equity securities	4,621	76			2	4,621	76
	\$ 41,797	\$ 716	\$ 8,900	\$ 328	22	\$ 50,697	\$ 1,044
<b>HELD TO MATURITY</b>							
Mortgage-backed securities, residential	\$ 1,239	\$ 27	\$	\$	1	\$ 1,239	\$ 27
Mortgage-backed securities, multifamily	1,408	13			1	1,408	13
Obligations of states and political subdivisions	3,705	63	371	5	10	4,076	68
	\$ 6,352	\$ 103	\$ 371	\$ 5	12	\$ 6,723	\$ 108

Management has evaluated the securities in the above table and has concluded that none of the securities with unrealized losses have impairments that are other-than-temporary. All investment securities are evaluated on a periodic basis to determine if factors are identified that would require further analysis. In evaluating the Company's securities, management considers the following items:

The Company's ability and intent to hold the securities, including an evaluation of the need to sell the security to meet certain liquidity measures, or whether the Company has sufficient levels of cash to hold the identified security in order to recover the entire amortized cost of the security;

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The credit ratings of the underlying issuer and if any changes in the credit rating have occurred;

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The length of time the security's fair value has been less than amortized cost; and

Adverse conditions related to the security or its issuer if the issuer has failed to make scheduled payments or other factors. If the above factors indicate that additional analysis is required, management will consider the results of discounted cash flow analysis.

As of June 30, 2013, the equity securities include investments in other financial institutions for market appreciation purposes. Those equities had a net amortized cost of \$2.1 million and a market value of \$2.9 million as of June 30, 2013.

As of June 30, 2013, equity securities also included \$12.9 million in investment funds that do not have a quoted market price but use net asset value per share or its equivalent to measure fair value.

The funds include \$2.9 million in funds that are primarily invested in community development loans that are guaranteed by the Small Business Administration (SBA). Because the funds are primarily guaranteed by the federal government there are minimal changes in market value between accounting periods. These funds can be redeemed within 60 days notice at the net asset value less unpaid management fees with the approval of the fund manager. As of June 30, 2013, the net amortized cost equaled the market value of the investment. There are no unfunded commitments related to this investment.

The funds also include \$10.0 million in funds that are invested in government guaranteed loans, mortgage-backed securities, small business loans and other instruments supporting affordable housing and economic development. The Company may redeem these funds at the net asset value calculated at the end of the current business day less any unpaid management fees. As of June 30, 2013, the amortized cost of these securities was \$10.2 million and the fair value was \$10.0 million. There are no restrictions on redemptions for the holdings in these investments other than the notice required by the fund manager. There are no unfunded commitments related to this investment.

**Note 7. Loans and Leases.**

The following sets forth the composition of Lakeland's loan and lease portfolio as of June 30, 2013 and December 31, 2012:

	June 30, 2013	December 31, 2012
	(in thousands)	
Commercial, secured by real estate	\$ 1,343,274	\$ 1,125,137
Commercial, industrial and other	234,022	216,129
Leases	33,330	26,781
Real estate-residential mortgage	445,584	423,262
Real estate-construction	51,424	46,272
Home equity and consumer	340,010	309,626
<b>Total loans</b>	<b>2,447,644</b>	<b>2,147,207</b>
Plus: deferred fees	(1,012)	(364)
<b>Loans, net of deferred fees</b>	<b>\$ 2,446,632</b>	<b>\$ 2,146,843</b>

At June 30, 2013 and December 31, 2012, home equity and consumer loans included overdraft deposit balances of \$435,000 and \$532,000, respectively. At June 30, 2013 and December 31, 2012, the Company had \$289.2 million and \$203.1 million in residential loans pledged for potential borrowings at the Federal Home Loan Bank of New York (FHLB).

The carrying value of acquired loans acquired and accounted for in accordance with ASC Subtopic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality, was \$1.6 million at June 30, 2013, which was substantially the same as the balance at the acquisition date of May 31, 2013. Under ASC Subtopic 310-30, loans may be aggregated and accounted for as pools of loans if the loans being aggregated have common risk characteristics. The Company elected to account for the loans with evidence of credit deterioration individually rather than aggregate them into pools. The difference between the undiscounted cash flows expected at acquisition and the investment in the acquired loans,

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or the accretable yield, is recognized as interest income utilizing the level-yield method over the life of each loan. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition, or the non-accretable difference, are not recognized as a yield adjustment, as a loss accrual or as a valuation allowance.



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Increases in expected cash flows subsequent to the acquisition are recognized prospectively through an adjustment of the yield on the loans over the remaining life, while decreases in expected cash flows are recognized as impairment through a loss provision and an increase in the allowance for loan losses. Valuation allowances (recognized in the allowance for loan losses) on these impaired loans reflect only losses incurred after the acquisition (representing all cash flows that were expected at acquisition but currently are not expected to be received).

There were no material increases or decreases in the expected cash flows between May 31, 2013 (the acquisition date) and June 30, 2013. The Company recognized \$11,000 of interest income on the loans acquired.

*Non-Performing Assets and Past Due Loans*

The following schedule sets forth certain information regarding the Company's non-performing assets and its accruing troubled debt restructurings:

(in thousands)	June 30, 2013	December 31, 2012
Commercial, secured by real estate	\$ 7,305	\$ 10,511
Commercial, industrial and other	797	1,476
Leases		32
Real estate residential mortgage	6,840	8,733
Real estate construction	1,904	4,031
Home equity and consumer	2,921	3,197
<b>Total non-accrual loans and leases</b>	<b>\$ 19,767</b>	<b>\$ 27,980</b>
Other real estate and other repossessed assets	337	529
<b>TOTAL NON-PERFORMING ASSETS</b>	<b>\$ 20,104</b>	<b>\$ 28,509</b>
Troubled debt restructurings, still accruing	\$ 12,538	\$ 7,336

Non-accrual loans included \$2.3 million and \$3.4 million of troubled debt restructurings as of June 30, 2013 and December 31, 2012, respectively.

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An age analysis of past due loans, segregated by class of loans as of June 30, 2013 and December 31, 2012, is as follows:

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 89 Days	Total Past Due (in thousands)	Current	Total Loans and Leases	Recorded Investment greater than 89 Days and still accruing
<b><u>June 30, 2013</u></b>							
Commercial, secured by real estate	\$ 2,312	\$ 2,282	\$ 7,950	\$ 12,544	\$ 1,330,730	\$ 1,343,274	\$ 645
Commercial, industrial and other	1,120	311	797	2,228	231,794	234,022	
Leases	187	26		213	33,117	33,330	
Real estate residential mortgage	3,297	1,131	7,786	12,214	433,370	445,584	946
Real estate construction			1,904	1,904	49,520	51,424	
Home equity and consumer	2,247	796	3,012	6,055	333,955	340,010	91
	\$ 9,163	\$ 4,546	\$ 21,449	\$ 35,158	\$ 2,412,486	\$ 2,447,644	\$ 1,682
<b><u>December 31, 2012</u></b>							
Commercial, secured by real estate	\$ 3,831	\$ 2,308	\$ 10,511	\$ 16,650	\$ 1,108,487	\$ 1,125,137	\$
Commercial, industrial and other	400	171	1,476	2,047	214,082	216,129	
Leases	367	36	32	435	26,346	26,781	
Real estate residential mortgage	2,370	821	10,012	13,203	410,059	423,262	1,279
Real estate construction	1,100		4,031	5,131	41,141	46,272	
Home equity and consumer	2,479	363	3,355	6,197	303,429	309,626	158
	\$ 10,547	\$ 3,699	\$ 29,417	\$ 43,663	\$ 2,103,544	\$ 2,147,207	\$ 1,437

**Table of Contents***Impaired Loans*

Impaired loans as of June 30, 2013, June 30, 2012 and December 31, 2012 are as follows:

	Recorded Investment in Impaired loans	Contractual Unpaid Principal Balance	Specific Allowance (in thousands)	Interest Income Recognized	Average Investment in Impaired loans
<b>June 30, 2013</b>					
Loans without specific allowance:					
Commercial, secured by real estate	\$ 13,579	\$ 18,247	\$	\$ 122	\$ 11,343
Commercial, industrial and other	4,457	4,605		96	4,640
Real estate-residential mortgage	355	355			357
Real estate-construction	1,758	4,565			3,273
Home equity and consumer	368	368		1	368
Loans with specific allowance:					
Commercial, secured by real estate	8,404	9,042	611	164	8,375
Commercial, industrial and other	619	741	152	2	659
Real estate-residential mortgage	156	156	23		199
Real estate-construction	146	534	15		146
Home equity and consumer	1,120	1,120	168	24	1,030
Total:					
Commercial, secured by real estate	\$ 21,983	\$ 27,289	\$ 611	\$ 286	\$ 19,718
Commercial, industrial and other	5,076	5,346	152	98	5,299
Real estate residential mortgage	511	511	23		556
Real estate-construction	1,904	5,099	15		3,419
Home equity and consumer	1,488	1,488	168	25	1,398
	\$ 30,962	\$ 39,733	\$ 969	\$ 409	\$ 30,390

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	Recorded Investment in Impaired loans	Contractual Unpaid Principal Balance	Specific Allowance (in thousands)	Interest Income Recognized	Average Investment in Impaired loans
<b>June 30, 2012</b>					
Loans without specific allowance:					
Commercial, secured by real estate	\$ 13,510	\$ 17,191	\$	\$ 186	\$ 18,253
Commercial, industrial and other	5,274	5,317		18	4,029
Real estate-residential mortgage	375	415		6	388
Real estate-construction	9,294	14,017			10,895
Home equity and consumer	350	350			331
Loans with specific allowance:					
Commercial, secured by real estate	2,876	4,144	288	25	3,804
Commercial, industrial and other	591	709	265		434
Real estate-residential mortgage	329	412	49	4	424
Real estate-construction	245	911	25		296
Home equity and consumer	953	953	143	23	953
Total:					
Commercial, secured by real estate	\$ 16,386	\$ 21,335	\$ 288	\$ 211	\$ 22,057
Commercial, industrial and other	5,865	6,026	265	18	4,463
Real estate residential mortgage	704	827	49	10	812
Real estate-construction	9,539	14,928	25		11,191
Home equity and consumer	1,303	1,303	143	23	1,284
	\$ 33,797	\$ 44,419	\$ 770	\$ 262	\$ 39,807

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	Recorded Investment in Impaired loans	Contractual Unpaid Principal Balance	Specific Allowance (in thousands)	Interest Income Recognized	Average Investment in Impaired loans
<b>December 31, 2012</b>					
Loans without specific allowance:					
Commercial, secured by real estate	\$ 16,458	\$ 21,665	\$	\$ 495	\$ 18,301
Commercial, industrial and other	4,896	4,932		116	3,838
Real estate-residential mortgage	360	360		6	385
Real estate-construction	3,332	4,433			5,533
Home equity and consumer	369	369		1	360
Loans with specific allowance:					
Commercial, secured by real estate	3,346	4,088	368	46	3,825
Commercial, industrial and other	808	871	219	1	769
Real estate-residential mortgage	288	288	43	4	374
Real estate-construction	698	1,085	97		1,445
Home equity and consumer	976	976	146	55	934
Total:					
Commercial, secured by real estate	\$ 19,804	\$ 25,753	\$ 368	\$ 541	\$ 22,126
Commercial, industrial and other	5,704	5,803	219	117	4,607
Real estate residential mortgage	648	648	43	10	759
Real estate-construction	4,030	5,518	97		6,978
Home equity and consumer	1,345	1,345	146	56	1,294
	\$ 31,531	\$ 39,067	\$ 873	\$ 724	\$ 35,764

Interest that would have been accrued on impaired loans during the first six months of 2013 and 2012 had the loans been performing under original terms would have been \$1.2 million and \$1.6 million, respectively. Interest that would have accrued for the year ended December 31, 2012 was \$2.8 million.

*Credit Quality Indicators*

The classes of loans are determined by internal risk rating. Management closely and continually monitors the quality of its loans and leases and assesses the quantitative and qualitative risks arising from the credit quality of its loans and leases. It is the policy of Lakeland to require that a Credit Risk Rating be assigned to all commercial loans and loan commitments. The Credit Risk Rating System has been developed by management to provide a methodology to be used by Loan Officers, department heads and Senior Management in identifying various levels of credit risk that exist within Lakeland's loan portfolios. The risk rating system assists Senior Management in evaluating Lakeland's commercial loan portfolio, analyzing trends, and determining the proper level of required reserves to be recommended to the Board. In assigning risk ratings, management considers, among other things, a borrower's debt service coverage, earnings strength, loan to value ratios, industry conditions and economic conditions. Management categorizes loans and commitments into a one (1) to nine (9) numerical structure with rating 1 being the strongest rating and rating 9 being the weakest. Ratings 1 through 5W are considered Pass ratings.

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The following table shows the Company's commercial loan portfolio as of June 30, 2013 and December 31, 2012, by the risk ratings discussed above (in thousands):

June 30, 2013

Risk Rating	Commercial, secured by real estate	Commercial, industrial and other	Real estate- construction
1	\$	\$ 1,205	\$
2		12,931	
3	44,261	19,740	
4	438,811	62,079	976
5	736,180	97,012	45,123
5W Watch	38,096	10,180	
6 Other Assets Especially Mentioned	27,429	9,131	3,191
7 Substandard	58,415	21,744	2,134
8 Doubtful	82		
9 Loss			
<b>Total</b>	<b>\$ 1,343,274</b>	<b>\$ 234,022</b>	<b>\$ 51,424</b>

December 31, 2012

Risk Rating	Commercial, secured by real estate	Commercial, industrial and other	Real estate- construction
1	\$	\$ 996	\$
2		12,899	
3	44,448	15,676	
4	350,145	62,676	795
5	623,912	88,033	34,682
5W Watch	43,515	13,261	
6 Other Assets Especially Mentioned	21,132	2,845	6,535
7 Substandard	41,817	19,743	4,260
8 Doubtful	168		
9 Loss			
<b>Total</b>	<b>\$ 1,125,137</b>	<b>\$ 216,129</b>	<b>\$ 46,272</b>

The risk rating tables above do not include consumer or residential loans or leases because they are evaluated on their payment performance status.

**Table of Contents***Allowance for Loan and Lease Losses*

The following table details activity in the allowance for loan and lease losses by portfolio segment and the related recorded investment in loans and leases for the six months ended June 30, 2013 and the year ended December 31, 2012:

<b>Six Months Ended June 30, 2013</b>	Commercial, secured by real estate	Commercial, industrial and other	Leases	Real estate- residential mortgage (in thousands)	Real estate- construction	Home equity and consumer	Total
<b>Allowance for Loan and Lease Losses:</b>							
Beginning Balance	\$ 16,258	\$ 5,103	\$ 578	\$ 3,568	\$ 587	\$ 2,837	\$ 28,931
Charge-offs	(814)	(659)	(172)	(751)	(2,402)	(691)	(\$ 5,489)
Recoveries	80	62	107	63	7	88	\$ 407
Provision	2,915	614	(114)	241	2,179	(58)	\$ 5,777
<b>Ending Balance</b>	<b>\$ 18,439</b>	<b>\$ 5,120</b>	<b>\$ 399</b>	<b>\$ 3,121</b>	<b>\$ 371</b>	<b>\$ 2,176</b>	<b>\$ 29,626</b>
Ending Balance: Individually evaluated for impairment	\$ 611	\$ 152	\$	\$ 23	\$ 15	\$ 168	\$ 969
Ending Balance: Collectively evaluated for impairment	17,828	4,968	399	3,098	356	2,008	\$ 28,657
<b>Ending Balance</b>	<b>\$ 18,439</b>	<b>\$ 5,120</b>	<b>\$ 399</b>	<b>\$ 3,121</b>	<b>\$ 371</b>	<b>\$ 2,176</b>	<b>\$ 29,626</b>
<b>Loans and Leases:</b>							
Ending Balance: Individually evaluated for impairment	\$ 21,983	\$ 5,076	\$	\$ 511	\$ 1,904	\$ 1,488	\$ 30,962
Ending Balance: Collectively evaluated for impairment	1,321,291	228,946	33,330	445,073	49,520	338,522	\$ 2,416,682
<b>Ending Balance (1)</b>	<b>\$ 1,343,274</b>	<b>\$ 234,022</b>	<b>\$ 33,330</b>	<b>\$ 445,584</b>	<b>\$ 51,424</b>	<b>\$ 340,010</b>	<b>\$ 2,447,644</b>

(1) Excludes loans held for sale and deferred fees

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Year Ended December 31, 2012	Commercial, secured by real estate	Commercial, industrial and other	Leases	Real estate- residential mortgage (in thousands)	Real estate- construction	Home equity and consumer	Total
<b>Allowance for Loan and Lease Losses:</b>							
Beginning Balance	\$ 16,618	\$ 3,477	\$ 688	\$ 3,077	\$ 1,424	\$ 3,132	\$ 28,416
Charge-offs	(7,287)	(949)	(999)	(1,822)	(2,888)	(2,074)	(\$ 16,019)
Recoveries	280	428	504	66	43	306	\$ 1,627
Provision	6,647	2,147	385	2,247	2,008	1,473	\$ 14,907
<b>Ending Balance</b>	<b>\$ 16,258</b>	<b>\$ 5,103</b>	<b>\$ 578</b>	<b>\$ 3,568</b>	<b>\$ 587</b>	<b>\$ 2,837</b>	<b>\$ 28,931</b>
Ending Balance: Individually evaluated for impairment	\$ 368	\$ 219	\$	\$ 43	\$ 97	\$ 146	\$ 873
Ending Balance: Collectively evaluated for impairment	15,890	4,884	578	3,525	490	2,691	\$ 28,058
<b>Ending Balance</b>	<b>\$ 16,258</b>	<b>\$ 5,103</b>	<b>\$ 578</b>	<b>\$ 3,568</b>	<b>\$ 587</b>	<b>\$ 2,837</b>	<b>\$ 28,931</b>
<b>Loans and Leases:</b>							
Ending Balance: Individually evaluated for impairment	\$ 19,804	\$ 5,704	\$	\$ 648	\$ 4,030	\$ 1,345	\$ 31,531
Ending Balance: Collectively evaluated for impairment	1,105,333	210,425	26,781	422,614	42,242	308,281	\$ 2,115,676
<b>Ending Balance(1)</b>	<b>\$ 1,125,137</b>	<b>\$ 216,129</b>	<b>\$ 26,781</b>	<b>\$ 423,262</b>	<b>\$ 46,272</b>	<b>\$ 309,626</b>	<b>\$ 2,147,207</b>

(1) Excludes deferred fees

Lakeland also maintains a reserve for unfunded lending commitments which are included in other liabilities. This reserve was \$979,000 and \$1,108,000 at June 30, 2013 and December 31, 2012, respectively. The Company analyzes the adequacy of the reserve for unfunded lending commitments in conjunction with its analysis of the adequacy of the allowance for loan and lease losses. For more information on this analysis, see Risk Elements in Management's Discussion and Analysis.

*Troubled Debt Restructurings*

Troubled debt restructurings are those loans where concessions have been made due to borrowers' financial difficulties. Restructured loans typically involve a modification of terms such as a reduction of the stated interest rate, a moratorium of principal payments and/or an extension of the maturity date at a stated interest rate lower than the current market rate of a new loan with similar risk. The Company considers the potential losses on these loans as well as the remainder of its impaired loans while considering the adequacy of the allowance for loan and lease losses.



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The following tables summarize loans that have been restructured during the three and six months ended June 30, 2013 and 2012:

	For the Three Months Ended June 30, 2013			For the Three Months Ended June 30, 2012		
	Number of Contracts	Pre- Modification Outstanding Recorded Investment (Dollars in thousands)	Post- Modification Outstanding Recorded Investment (Dollars in thousands)	Number of Contracts	Pre- Modification Outstanding Recorded Investment (Dollars in thousands)	Post- Modification Outstanding Recorded Investment (Dollars in thousands)
<b>Troubled Debt Restructurings:</b>						
Commercial, secured by real estate	7	\$ 3,472	\$ 3,468	2	\$ 474	\$ 441
Commercial, industrial and other	1	127	125	2	4,175	4,165
Leases						
Real estate residential mortgage						
Real estate construction						
Home equity and consumer	1	11	11			
	9	\$ 3,610	\$ 3,604	4	\$ 4,649	\$ 4,606

	For the Six Months Ended June 30, 2013			For the Six Months Ended June 30, 2012		
	Number of Contracts	Pre- Modification Outstanding Recorded Investment (Dollars in thousands)	Post- Modification Outstanding Recorded Investment (Dollars in thousands)	Number of Contracts	Pre- Modification Outstanding Recorded Investment (Dollars in thousands)	Post- Modification Outstanding Recorded Investment (Dollars in thousands)
<b>Troubled Debt Restructurings:</b>						
Commercial, secured by real estate	11	\$ 5,472	\$ 5,468	5	\$ 1,003	\$ 969
Commercial, industrial and other	1	127	125	2	4,175	4,165
Leases						
Real estate residential mortgage						
Real estate construction						
Home equity and consumer	1	11	11			
	13	\$ 5,610	\$ 5,604	7	\$ 5,178	\$ 5,134

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The following table summarizes as of June 30, 2013 and 2012, loans that were restructured within the last 12 months that have subsequently defaulted:

	For the Six Months Ended			
	June 30, 2013		June 30, 2012	
	Number of Contracts (Dollars in thousands)	Recorded Investment (Dollars in thousands)	Number of Contracts (Dollars in thousands)	Recorded Investment (Dollars in thousands)
<b>Defaulted Troubled Debt Restructurings:</b>				
Commercial, secured by real estate	4	\$ 1,183	2	\$ 263
Commercial, industrial and other			1	32
Leases				
Real estate residential mortgage				
Real estate construction				
Home equity and consumer			1	166
	4	\$ 1,183	4	\$ 461

*Mortgages Held for Sale*

Residential mortgages originated by the bank and held for sale in the secondary market are carried at the lower of cost or estimated fair value. As of June 30, 2013, the Company had \$2.4 million in mortgages held for sale.

*Leases*

Lakeland had no leases held for sale as of June 30, 2013 and December 31, 2012. The following table shows the components of gains on leasing related assets for the periods presented:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013 (in thousands)	2012 (in thousands)	2013 (in thousands)	2012 (in thousands)
Gains (losses) on sales of leases	\$	\$	\$	\$
Realized gains on paid off leases	12	116	31	273
Gains on other repossessed assets	1	3	12	30
Total gains on leasing related assets	\$ 13	\$ 119	\$ 43	\$ 303

*Other Real Estate and Other Repossessed Assets*

At June 30, 2013, the Company had other repossessed assets and other real estate owned of \$121,000 and \$216,000, respectively. At December 31, 2012, the Company had other repossessed assets and other real estate owned of \$77,000 and \$452,000, respectively.

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The components of net periodic pension cost for the Newton Trust Company's defined benefit pension plan are as follows:

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
Interest cost	\$ 23	\$ 21	\$ 45	\$ 43
Expected return on plan assets	(18)	(19)	(36)	(38)
Amortization of unrecognized net actuarial loss	20	18	41	36
Net periodic benefit expense	\$ 25	\$ 20	\$ 50	\$ 41

**Note 9. Directors' Retirement Plan**

The components of net periodic plan costs for the directors' retirement plan are as follows:

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
Service cost	\$ 7	\$ 7	\$ 14	\$ 15
Interest cost	9	10	18	20
Amortization of prior service cost	4	4	7	7
Amortization of unrecognized net actuarial loss	2	3	4	6
Net periodic benefit expense	\$ 22	\$ 24	\$ 43	\$ 48

The Company made contributions of \$75,000 and \$88,000 to the plan during the six month periods ended June 30, 2013 and 2012, respectively. The Company does not expect to make any more contributions for the remainder of 2013.

**Note 10. Estimated Fair Value of Financial Instruments and Fair Value Measurement****Fair Value Measurement**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest level priority to unobservable inputs (level 3 measurements). The following describes the three levels of fair value hierarchy:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities; includes U.S. Treasury Notes, and other U.S. Government Agency securities that actively trade in over-the-counter markets; equity securities and mutual funds that actively trade in over-the-counter markets.

Level 2 – quoted prices for similar assets or liabilities in active markets; or quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable for the asset or liability including yield curves, volatilities, and prepayment speeds.

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Level 3 unobservable inputs for the asset or liability that reflect the Company's own assumptions about assumptions that market participants would use in the pricing of the asset or liability and that are consequently not based on market activity but upon particular valuation techniques.

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The Company's assets that are measured at fair value on a recurring basis are its available for sale investment securities. The Company obtains fair values on its securities using information from a third party servicer. If quoted prices for securities are available in an active market, those securities are classified as Level 1 securities. The Company has U.S. Treasury Notes and certain equity securities that are classified as Level 1 securities. Level 2 securities were primarily comprised of U.S. Agency bonds, residential mortgage-backed securities, obligations of state and political subdivisions and corporate securities. Fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker-dealer quotes, issuer spreads, bids and offers. On a quarterly basis, the Company reviews the pricing information received from the Company's third party pricing service. This review includes a comparison to non-binding third-party quotes. As a result of our review, we did not have any adjustments to prices from our third party servicer.

The Company has a held for sale loan portfolio that consists of residential mortgages that are being sold in the secondary market. The Company records these mortgages at the lower of cost or estimated fair value.

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The following table sets forth the Company's financial assets that were accounted for at fair value on a recurring basis as of the periods presented by level within the fair value hierarchy. During the six months ended June 30, 2013, the Company did not make any transfers between recurring Level 1 fair value measurements and recurring Level 2 fair value measurements. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
	(in thousands)			
<b>June 30, 2013</b>				
<b>Assets:</b>				
Investment securities, available for sale				
U.S. treasury and government agencies	\$ 4,355	\$ 55,420	\$	\$ 59,775
Mortgage backed securities		270,814		270,814
Obligations of states and political subdivisions		38,072		38,072
Corporate debt securities		13,304		13,304
Equity securities	2,230	13,568		15,798
<b>Total securities available for sale</b>	<b>6,585</b>	<b>391,178</b>		<b>397,763</b>
Loans held for sale		2,394		2,394
Other Assets (a)		598		598
<b>Total Assets</b>	<b>\$ 6,585</b>	<b>\$ 394,170</b>		<b>\$ 400,755</b>
<b>Other Liabilities (a)</b>	<b>\$</b>	<b>\$ 598</b>	<b>\$</b>	<b>\$ 598</b>
<b>Total Liabilities</b>	<b>\$</b>	<b>\$ 598</b>	<b>\$</b>	<b>\$ 598</b>
<b>December 31, 2012</b>				
<b>Assets:</b>				
Investment securities, available for sale				
U.S. treasury and government agencies	\$ 3,493	\$ 83,078	\$	\$ 86,571
Mortgage backed securities		239,559		239,559
Obligations of states and political subdivisions		38,620		38,620
Corporate debt securities		13,444		13,444
Equity securities	2,010	13,506		15,516
<b>Total securities available for sale</b>	<b>5,503</b>	<b>388,207</b>		<b>393,710</b>
Other Assets (a)		195		195
<b>Total Assets</b>	<b>\$ 5,503</b>	<b>\$ 388,402</b>	<b>\$</b>	<b>\$ 393,905</b>
<b>Other Liabilities (a)</b>	<b>\$</b>	<b>\$ 195</b>	<b>\$</b>	<b>\$ 195</b>
<b>Total Liabilities</b>	<b>\$</b>	<b>\$ 195</b>	<b>\$</b>	<b>\$ 195</b>

(a) Non-hedging interest rate derivatives



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The following table sets forth the Company's assets subject to fair value adjustments (impairment) on a nonrecurring basis. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
	(in thousands)			
<b>June 30, 2013</b>				
<b>Assets:</b>				
Impaired Loans and Leases	\$	\$	\$ 30,962	\$ 30,962
Other real estate owned and other repossessed assets			337	337
<b>December 31, 2012</b>				
<b>Assets:</b>				
Impaired Loans and Leases	\$	\$	\$ 31,531	\$ 31,531
Other real estate owned and other repossessed assets			529	529

Impaired loans are evaluated and valued at the time the loan is identified as impaired at the lower of cost or market value. Because most of Lakeland's impaired loans are collateral dependent, fair value is generally measured based on the value of the collateral securing these loans and leases and is classified at a level 3 in the fair value hierarchy. Collateral may be real estate, accounts receivable, inventory, equipment and/or other business assets. The value of the real estate is assessed based on appraisals by qualified third party licensed appraisers. The appraisers may use the sales comparison approach, the cost approach or the income approach to value the collateral using discount rates (with ranges of 5-11%) or capitalization rates (with ranges of 5-9%) to evaluate the property. The value of the equipment may be determined by an appraiser, if significant, inquiry through a recognized valuation resource, or by the value on the borrower's financial statements. Field examiner reviews on business assets may be conducted based on the loan exposure and reliance on this type of collateral. Appraised and reported values may be adjusted based on management's historical knowledge, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. Loans that are not collateral dependent are evaluated based on a discounted cash flow method. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors identified above.

Other real estate owned (OREO) and other repossessed assets, representing property acquired through foreclosure, are carried at fair value less estimated disposal costs of the acquired property. Fair value on other real estate owned is based on the appraised value of the collateral using the sales comparison approach or the income approach with discount rates or capitalization rates similar to those used in impaired loan valuation. The fair value of other repossessed assets is estimated by inquiry through recognized valuation resources.

Changes in the assumptions or methodologies used to estimate fair values may materially affect the estimated amounts. Changes in economic conditions, locally or nationally, could impact the value of the estimated amounts of impaired loans, OREO and other repossessed assets.

**Fair Value of Certain Financial Instruments**

Estimated fair values have been determined by the Company using the best available data and an estimation methodology suitable for each category of financial instruments. Management is concerned that there may not be reasonable comparability between institutions due to the wide range of permitted assumptions and methodologies in the absence of active markets. This lack of uniformity gives rise to a high degree of subjectivity in estimating financial instrument fair values.

The estimation methodologies used, the estimated fair values, and recorded book balances at June 30, 2013 and December 31, 2012 are outlined below.

This summary, as well as the table below, excludes financial assets and liabilities for which carrying value approximates fair value. For financial assets, these include cash and cash equivalents. For financial liabilities, these include noninterest bearing demand deposits, savings and interest-bearing transaction accounts and federal funds sold and securities sold under agreements to repurchase. The estimated fair value of demand, savings and interest-bearing transaction accounts is the amount payable on demand at the reporting date. Carrying value is used because



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there is no stated maturity on these accounts, and the customer has the ability to withdraw the funds immediately. Also excluded from this summary and the following table are those financial instruments recorded at fair value on a recurring basis, as previously described.

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The fair value of Investment Securities Held to Maturity was measured using information from the same third-party servicer used for Investment Securities Available for Sale using the same methodologies discussed above. Investment Securities Held to Maturity includes \$6.1 million in short-term municipal bond anticipation notes that are non-rated and do not have an active secondary market or information readily available on standard financial systems. As a result, the securities are classified as Level 3 securities. These are investments in municipalities in the Company's market area, and management performs a credit analysis on the municipality before investing in these securities.

Federal Home Loan Bank of New York (FHLB) stock is an equity interest that can be sold to the issuing FHLB, to other FHLBs, or to other member banks at its par value. Because ownership of these securities is restricted, they do not have a readily determinable fair value. As such, the Company's FHLB Stock is recorded at cost or par value and is evaluated for impairment each reporting period by considering the ultimate recoverability of the investment rather than temporary declines in value. The Company's evaluation primarily includes an evaluation of liquidity, capitalization, operating performance, commitments, and regulatory or legislative events.

The net loan portfolio at June 30, 2013 and December 31, 2012 has been valued using a present value discounted cash flow where market prices were not available. The discount rate used in these calculations is the estimated current market rate adjusted for credit risk. The carrying value of accrued interest approximates fair value.

For fixed maturity certificates of deposit, fair value was estimated based on the present value of discounted cash flows using the rates currently offered for deposits of similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

The fair value of long-term debt is based upon the discounted value of contractual cash flows. The Company estimates the discount rate using the rates currently offered for similar borrowing arrangements. The fair value of subordinated debentures is based on bid/ask prices from brokers for similar types of instruments.

The fair values of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of guarantees and letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date.

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The following table presents the carrying values, fair values and placement in the fair value hierarchy of the Company's financial instruments as of June 30, 2013 and December 31, 2012:

	Carrying Value	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)				
<b>June 30, 2013</b>					
Financial Instruments - Assets					
Investment securities held to maturity	\$ 96,466	\$ 96,105	\$	\$ 90,044	\$ 6,061
Federal Home Loan Bank Stock	5,975	5,975		5,975	
Loans and leases	2,446,632	2,438,894			2,438,894
Financial Instruments - Liabilities					
Certificates of Deposit	332,048	332,775		332,775	
Other borrowings	75,000	78,454		78,454	
Subordinated debentures	42,548	32,464			32,464
Commitments:					
Standby letters of credit		12			12
<b>December 31, 2012</b>					
Financial Instruments - Assets					
Investment securities held to maturity	\$ 96,925	\$ 99,784	\$	\$ 87,336	\$ 12,448
Federal Home Loan Bank Stock	5,382	5,382		5,382	
Loans and leases	2,146,843	2,154,507			2,154,507
Financial Instruments - Liabilities					
Certificates of Deposit	303,792	305,398		305,398	
Other borrowings	85,000	91,325		91,325	
Subordinated debentures	51,548	33,403			33,403
Commitments:					
Standby letters of credit		4			4

**Note 11. Derivatives**

Lakeland is a party to interest rate derivatives that are not designated as hedging instruments. These derivatives relate to interest rate swaps that the Company enters into with customers to allow customers to convert variable rate loans to a fixed rate. Lakeland pays interest to the customer at a floating rate on the notional amount and receives interest from the customer at a fixed rate for the same notional amount. At the same time the interest rate swap is entered into with the customer, an offsetting interest rate swap is entered into with another financial institution. Lakeland pays the other financial institution interest at the same fixed rate on the same notional amount as the swap entered into with the customer, and receives interest from the financial institution for the same floating rate on the same notional amount. The changes in the fair value of the swaps offset each other, except for the credit risk of the counterparties, which is determined by taking into consideration the risk rating, probability of default and loss of given default for all counterparties. As of June 30, 2013 and December 31, 2012, Lakeland had \$1.4 million and \$497,000, respectively, in securities pledged for collateral on its interest rate swaps with the financial institution.

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The following table presents summary information regarding these derivatives for the periods presented:

June 30, 2013

	Notional Amount	Average Maturity	Weighted Average Rate Fixed	Weighted Average Variable Rate	Fair Value
3rd party interest rate swaps	\$ 24,268	7.9	4.040%	1 Mo Libor + 2.31	(\$ 598)
Customer interest rate swaps	(24,268)	7.9	4.040%	1 Mo Libor + 2.31	598

December 31, 2012

	Notional Amount	Average Maturity	Weighted Average Rate Fixed	Weighted Average Variable Rate	Fair Value
3rd party interest rate swaps	\$ 6,400	10.1	4.625%	1 Mo Libor + 2.61	\$ 195
Customer interest rate swaps	(6,400)	10.1	4.625%	1 Mo Libor + 2.61	(\$ 195)

The following shows the Company's transactions that are subject to an enforceable master netting arrangement or other such similar agreements for the periods presented:

June 30, 2013

Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet (in thousands)	Gross Amounts not Offset in the Balance Sheet		Net Amount
				Financial Instruments	Cash Collateral Received	
Customer interest rate swaps	\$ 24,268	(\$ 23,670)	\$ 598	\$	\$	\$ 598
<b>Total</b>	<b>\$ 24,268</b>	<b>(\$ 23,670)</b>	<b>\$ 598</b>	<b>\$</b>	<b>\$</b>	<b>\$ 598</b>

Description	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Balance Sheet	Net Amounts of Liabilities Presented in the Balance Sheet (in thousands)	Gross Amounts not Offset in the Balance Sheet		Net Amount
				Financial Instruments	Cash Collateral Received	
Third party interest rate swaps	\$ 24,268	(\$ 23,670)	\$ 598	\$	\$	\$ 598
<b>Total</b>	<b>\$ 24,268</b>	<b>(\$ 23,670)</b>	<b>\$ 598</b>	<b>\$</b>	<b>\$</b>	<b>\$ 598</b>



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December 31, 2012

Description	Offsetting of Financial Assets and Derivative Assets			Gross Amounts not Offset in the Balance Sheet		
	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet (in thousands)	Financial Instruments	Cash Collateral Received	Net Amount
Third party interest rate swaps	\$ 6,400	(\$ 6,205)	\$ 195	\$	\$	\$ 195
<b>Total</b>	<b>\$ 6,400</b>	<b>(\$ 6,205)</b>	<b>\$ 195</b>	<b>\$</b>	<b>\$</b>	<b>\$ 195</b>

Description	Offsetting of Financial Liabilities and Derivative Liabilities			Gross Amounts not Offset in the Balance Sheet		
	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Balance Sheet	Net Amounts of Liabilities Presented in the Balance Sheet (in thousands)	Financial Instruments	Cash Collateral Received	Net Amount
Customer interest rate swaps	\$ 6,400	(\$ 6,205)	\$ 195	\$	\$	\$ 195
<b>Total</b>	<b>\$ 6,400</b>	<b>(\$ 6,205)</b>	<b>\$ 195</b>	<b>\$</b>	<b>\$</b>	<b>\$ 195</b>

**Note 12. Preferred Stock**

On February 8, 2012, the Company redeemed its remaining 19,000 shares of its Fixed Rate Cumulative Preferred Stock, Series A originally issued to the U.S. Department of the Treasury under the Troubled Asset Relief Program Capital Purchase Program ( CPP ). The Company paid to the Treasury \$19.2 million, which included \$19.0 million of principal and \$219,000 in accrued and unpaid dividends, on February 8, 2012. As a result of the early payment, the Company also accelerated the accretion of \$501,000 of the preferred stock discount.

On February 29, 2012, the Company repurchased the outstanding common stock warrant previously issued to the Treasury for the purchase of 1,046,901 shares of its common stock at an exercise price of \$8.45 per share, for \$2.8 million, completing the Company's participation in the Treasury's CPP. Upon repurchase, the common stock warrant had a carrying value of \$3.3 million. The repurchase price of \$2.8 million was recorded as a reduction to common stock on the statement of changes in stockholders' equity.

**Note 13. Common Stock**

On September 4, 2012, the Company issued and sold an aggregate of 2,667,253 shares of common stock at a price of \$9.65 per share pursuant to a takedown off of the Company's shelf registration statement. The Company received net proceeds of \$25.0 million which it used to repay \$25.8 million in junior subordinated debentures on October 7, 2012. The junior subordinated debentures had been issued by the Company to Lakeland Capital Trust III in December 2003, had a coupon rate of 7.535% at the time of redemption and were due on January 7, 2034. The capital and common securities issued by the Trust in December 2003 were also redeemed.

**Note 14. Acquisitions**

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On May 31, 2013, the Company completed its acquisition of Somerset Hills Bancorp, a bank holding company located in Bernardsville, New Jersey. Effective at the close of business on May 31, 2013, Somerset Hills Bancorp merged into the

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Company, and Somerset Hills Bank merged into Lakeland Bank. The acquisition enables the Company to expand into Somerset and Union Counties, New Jersey, and broaden its presence into Morris County, New Jersey. The Merger Agreement provided that the shareholders of Somerset Hills Bancorp would receive, at their election, for each outstanding share of Somerset Hills Bancorp common stock that they own at the effective time of the merger, either 1.1962 shares of Lakeland Bancorp common stock or \$12.00 in cash, subject to proration as described in the Merger Agreement, so that 90% of the aggregate merger consideration was shares of Lakeland Bancorp common stock and 10% was cash. Lakeland Bancorp issued an aggregate of 5,794,079 shares of its common stock in the merger, and also assumed outstanding Somerset Hills Bancorp stock options (which were converted into options to purchase Lakeland Bancorp common stock). Lakeland Bancorp paid \$6.5 million in cash in the transaction.

The acquisition was accounted for under the acquisition method of accounting and accordingly, assets acquired, liabilities assumed and consideration exchanged were recorded at their estimated fair values as of the acquisition date. Somerset Hills assets were recorded at their preliminary estimated fair values as of May 31, 2013 and Somerset Hills results of operations have been included in the Company's Consolidated Statements of Income since that date.

The assets acquired and liabilities assumed in the acquisition were recorded at their estimated fair values based on management's best estimates using information available at the date of the acquisition, including the use of a third party valuation specialist. The fair values are preliminary estimates and subject to adjustment for up to one year after the closing date of the acquisition. The following table summarizes the estimated fair value of the acquired assets and liabilities (in thousands).

**Consideration Paid**

Lakeland Bancorp stock issued	\$ 57,419
Cash Payment	6,460
Fair value of Somerset Hills stock options converted to Lakeland Bancorp stock options	1,603
<b>Total Consideration Paid</b>	<b>\$ 65,482</b>

**Recognized amounts of identifiable assets and liabilities assumed at fair value**

Cash and cash equivalents	\$ 80,359
Securities available for sale	1,737
Securities held to maturity	8,686
Federal Home Loan Bank stock	493
Loans and leases	243,888
Loans held for sale	2,532
Premises and equipment	5,214
Identifiable intangible assets	2,712
Accrued interest receivable and other assets	10,270
Deposits	(311,801)
Other liabilities	(1,877)
<b>Total identifiable assets</b>	<b>\$ 42,213</b>

<b>Goodwill</b>	<b>\$ 23,269</b>
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Loans and leases acquired in the Somerset Hills acquisition were recorded at fair value and subsequently accounted for in accordance with ASC Topic 310, and there was no carryover related allowance for loan and lease losses. The fair values of loans acquired from Somerset Hills were estimated using cash flow projections based on the remaining maturity and repricing terms. Cash flows were adjusted for estimated future credit losses and the rate of prepayments. Projected cash flows were then discounted to present value using a risk-adjusted market rate for similar loans.





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The following is a summary of the loans acquired in the Somerset Hills acquisition as of the closing date.

(in thousands)	Acquired Credit Impaired Loans	Acquired Non-Credit Impaired Loans	Total Acquired Loans
Contractually required principal and interest at acquisition	\$ 4,507	\$ 352,148	\$ 356,655
Contractual cash flows not expected to be collected (non-accretable difference)	2,541		2,541
Expected cash flows at acquisition	\$ 1,966	\$ 352,148	\$ 354,114
Interest component of expected cash flows (accretable difference)	361	107,333	107,694
Fair value of acquired loans, including mortgages held for sale	\$ 1,605	\$ 244,815	\$ 246,420

The core deposit intangible totaled \$2.7 million and is being estimated over its estimated useful life of approximately 10 years using an accelerated method. The goodwill will be evaluated annually for impairment. The goodwill is not deductible for tax purposes.

The fair values of deposit liabilities with no stated maturities such as checking, money market and savings accounts, were assumed to equal the carrying amounts since these deposits are payable on demand. The fair values of certificates of deposits and IRAs represent the present value of contractual cash flows discounted at market rates for similar certificates of deposit.

Direct costs related to the acquisition were expensed as incurred. During the three and six months ended June 30, 2013, the Company incurred \$1.5 million and \$2.1 million, respectively, of merger and acquisition integration-related expenses, which have been separately stated in the Company's Consolidated Statements of Income.

**Supplemental Pro Forma Financial Information**

The following table presents financial information regarding the former Somerset Hills operations included in our Consolidated Statements of Income from the date of the acquisition (May 31, 2013) through June 30, 2013 under the column Actual from acquisition date through June 30, 2012. In addition, the table provides unaudited condensed pro forma financial information assuming that the Somerset Hills acquisition had been completed as of January 1, 2013, for the six months ended June 30, 2013 and as of January 1, 2012 for the six months ended June 30, 2012. The table below has been prepared for comparative purposes only and is not necessarily indicative of the actual results that would have been attained had the acquisition occurred as of the beginning of the periods presented, nor is it indicative of future results. Furthermore, the unaudited proforma information does not reflect management's estimate of any revenue-enhancing opportunities nor anticipated cost savings or the impact of conforming certain accounting policies of the acquired company to the Company's policies that may have occurred as a result of the integration and consolidation of Somerset Hills' operations. The pro forma information shown reflects adjustments related to certain purchase accounting fair value adjustments; amortization of core deposit and other intangibles; and related income tax effects.

(in thousands)	Actual from acquisition to June 30, 2013	Pro-forma June 30, 2013	Pro-forma June 30, 2012
Net interest income	\$ 921	\$ 53,844	\$ 53,738
Noninterest income	137	11,979	10,091
Noninterest expense	553	40,357	37,514
Net income	329	13,258	11,976
Earnings per share:			
Fully diluted		\$ 0.37	\$ 0.37

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### **Note 15. Early Extinguishment of Debt**

On June 18, 2013, the Company acquired and extinguished \$9.0 million of Lakeland Bancorp Capital Trust I debentures and recorded a \$1.2 million gain on extinguishment of debt. The interest rate on this debenture floated at LIBOR plus 310 basis points and had a rate of 3.38% at the time of extinguishment. The Company intends to redeem the remaining \$1.0 million in the fourth quarter of 2013 at par value.

### **Note 16. Recent Accounting Pronouncements**

In July 2013, the FASB issued guidance permitting the Fed Funds Effective Swap Rate to be used as a U.S. benchmark interest rate for hedge accounting purposes, in addition to interest rates on direct Treasury obligations of the U.S. government and the London Interbank Offered Rate ( LIBOR ). This guidance is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013 and is not expected to have a significant impact on the Company's financial statements.

In February 2013, the FASB issued guidance relating to the reporting of amounts reclassified out of accumulated other comprehensive income. This guidance further updates guidance issued in 2011 increasing the prominence of items reported in other comprehensive income and facilitating the convergence of U.S. GAAP and International Financial Reporting Standards ( IFRS ). The guidance issued in 2013 requires an entity to provide information about the items reclassified out of other comprehensive income by component. This guidance is effective during interim and annual periods beginning after December 15, 2012, and is to be applied retrospectively. The Company adopted this guidance in the first quarter of 2013. Adoption of this guidance did not have a significant impact on the Company's consolidated financial statements.

In December 2011, the FASB issued accounting guidance regarding disclosures about offsetting assets and liabilities. The scope of this accounting guidance was further clarified by the FASB on January 1, 2013. This guidance affects all entities that have financial instruments and derivative instruments that are either (1) offset in accordance with U.S. GAAP or (2) subject to an enforceable master netting arrangement or similar agreement. This information will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this guidance. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The Company adopted this guidance in the first quarter of 2013. Adoption of this guidance did not have a significant impact on the Company's consolidated financial statements.

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**PART I ITEM 2**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

This section should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

**Statements Regarding Forward Looking Information**

The information disclosed in this document includes various forward-looking statements that are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 with respect to credit quality (including delinquency trends and the allowance for loan and lease losses), corporate objectives, and other financial and business matters. The words anticipates, projects, intends, estimates, expects, believes, plans, may, will, should, could, and other similar expressions are intended to identify such forward-looking statements. Company cautions that these forward-looking statements are necessarily speculative and speak only as of the date made, and are subject to numerous assumptions, risks and uncertainties, all of which may change over time. Actual results could differ materially from such forward-looking statements.

In addition to the risk factors disclosed elsewhere in this document, the following factors, among others, could cause the Company's actual results to differ materially and adversely from such forward-looking statements: changes in the financial services industry and the U.S. and global capital markets, changes in economic conditions nationally, regionally and in the Company's markets, the nature and timing of actions of the Federal Reserve Board and other regulators, the nature and timing of legislation affecting the financial services industry including, but not limited to, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, government intervention in the U.S. financial system, changes in levels of market interest rates, pricing pressures on loan and deposit products, credit risks of the Company's lending and leasing activities, customers' acceptance of the Company's products and services, competition, and the failure to realize anticipated efficiencies and synergies of the merger of Somerset Hills Bank into Lakeland Bank and of Somerset Hills Bancorp into the Company.

The above-listed risk factors are not necessarily exhaustive, particularly as to possible future events, and new risk factors may emerge from time to time. Certain events may occur that could cause the Company's actual results to be materially different than those described in the Company's periodic filings with the Securities and Exchange Commission. Any statements made by the Company that are not historical facts should be considered to be forward-looking statements. The Company is not obligated to update and does not undertake to update any of its forward-looking statements made herein.

**Critical Accounting Policies, Judgments and Estimates**

The accounting and reporting policies of the Company and its subsidiaries conform to accounting principles generally accepted in the United States of America and predominant practices within the banking industry. The consolidated financial statements include the accounts of the Company, Lakeland, Lakeland NJ Investment Corp., Lakeland Investment Corp., Lakeland Equity, Inc., Lakeland Preferred Equity, Inc., and Sullivan Financial Services, Inc. All intercompany balances and transactions have been eliminated.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions also affect reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. There have been no material changes in the Company's critical accounting policies, judgments and estimates, including assumptions or estimation techniques utilized, as compared to those disclosed in the Company's most recent Annual Report on Form 10-K.

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**Management Overview**

The quarter and six months ended June 30, 2013, represented a period of continued growth for the Company. As discussed in this Management Discussion and Analysis:

Net income increased \$450,000, or 8% from the second quarter of 2012 to the same period in 2013. Net income available to common stockholders increased \$1.2 million, or 12%, from the first half of 2012 to the same period in 2013.

Diluted earnings per share was \$0.36 for the first half of 2013 and 2012.

Included in the 2013 first six months earnings was \$2.1 million in expenses related to the merger with Somerset Hills Bancorp. Exclusive of these expenses, fully diluted earnings per share for the first half of 2013 was \$0.41 per common share, a 14% increase over the fully diluted earnings per share for the same period last year.

Non-performing assets declined for the seventh consecutive quarter. Non-performing assets have declined \$8.4 million, or 29%, from \$28.5 million reported at year end.

As a result of improving loan quality, the provision for loan and lease losses was reduced from \$3.9 million in the second quarter of 2012 to \$2.6 million in the second quarter of 2013.

The Company continues to experience pressure on its net interest margin from the continuing low interest rate environment. The net interest margin declined from 3.73% in the first half of 2012 to 3.69% in the first half of 2013.

The Somerset Hills acquisition, which was consummated on May 31, 2013, added six full service branches, \$355.9 million in total assets, \$10.4 million in investment securities, \$246.4 million in loans (including \$2.5 million in residential mortgages held for sale), and \$311.8 million in deposits (\$80.8 million in non-interest bearing demand deposits and \$231.0 million in interest-bearing deposits) at fair value.

During the second quarter of 2013, the Company acquired and extinguished \$9.0 million of Lakeland Bancorp Capital Trust I debentures and recorded a \$1.2 million pre-tax gain on extinguishment of debt.

**Results of Operations**

**(Second Quarter 2013 Compared to Second Quarter 2012)**

**Net Income**

Net income was \$5.9 million in the second quarter of 2013 compared to net income of \$5.5 million for the second quarter of 2012. Diluted earnings per share was \$0.19 for the second quarter of 2013, compared to diluted earnings per share of \$0.20 for the same period last year. Net interest income for the second quarter of 2013 increased \$1.4 million compared to the second quarter of 2012 due to a \$1.7 million reduction in interest expense. The Company recorded a \$1.2 million gain on debt extinguishment in the second quarter of 2013 as well as \$1.5 million in merger related expenses.

**Net Interest Income**

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Net interest income is the difference between interest income on earning assets and the cost of funds supporting those assets. The Company's net interest income is determined by: (i) the volume of interest-earning assets that it holds and the yields that it earns on those assets, and (ii) the volume of interest-bearing liabilities that it has assumed and the rates that it pays on those liabilities. Net interest income increases when the Company can use noninterest-bearing deposits to fund or support interest-earning assets. The Company's net interest income is influenced by the current low interest rate environment. For information on how interest rate change can influence the Company's net interest income, and how the Company manages its net interest income, please see Quantitative and Qualitative Disclosures About Market Risk in Item 3 of this Quarterly Report on Form 10-Q. The Company's net interest margin can also be impacted by its level of non-performing loans. If non-performing loans decline, this could increase the net interest margin.

Net interest income on a tax equivalent basis for the second quarter of 2013 was \$25.4 million, compared to \$24.0 million for the second quarter of 2012. The net interest margin decreased from 3.70% in the second quarter of 2012 to 3.68% in the second quarter of 2013 primarily as a result of a 31 basis point decrease in the yield on interest earning assets. The net interest margin would have been 3.73% and 3.81% for the second quarter of 2013 and 2012, respectively, had the Company's non-performing loans performed in accordance with their terms. Declines in interest income resulting from a 31 basis point

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decline in the yield on interest-earning assets were offset by a 33 basis point reduction in the cost of interest-bearing liabilities. The decline in the net interest margin resulting from a decline in rates was somewhat mitigated by an increase in income earned on free funds (interest earning assets funded by non-interest bearing liabilities) resulting from an increase in average non-interest bearing deposits of \$69.1 million. The components of net interest income will be discussed in greater detail below.

The following table reflects the components of the Company's net interest income, setting forth for the periods presented, (1) average assets, liabilities and stockholders' equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) the Company's net interest spread (i.e., the average yield on interest-earning assets less the average cost of interest-bearing liabilities) and (5) the Company's net interest margin. Rates are computed on a tax equivalent basis using a tax rate of 35%.

	For the Three Months Ended,			For the Three Months Ended,		
	June 30, 2013			June 30, 2012		
	Average Balance	Interest Income/Expense	Average rates earned/paid (dollars in thousands)	Average Balance	Interest Income/Expense	Average rates earned/paid
<b>Assets</b>						
Interest-earning assets:						
Loans and leases (A)	\$ 2,264,713	\$ 25,365	4.49%	\$ 2,077,813	\$ 25,272	4.89%
Taxable investment securities and other	396,290	1,808	1.82%	434,826	2,207	2.03%
Tax-exempt securities	73,728	677	3.67%	68,105	697	4.09%
Federal funds sold (B)	30,498	17	0.22%	24,550	6	0.10%
<b>Total interest-earning assets</b>	<b>2,765,229</b>	<b>27,867</b>	<b>4.04%</b>	<b>2,605,294</b>	<b>28,182</b>	<b>4.35%</b>
Noninterest-earning assets:						
Allowance for loan and lease losses	(30,481)			(29,561)		
Other assets	266,612			245,056		
<b>TOTAL ASSETS</b>	<b>\$ 3,001,360</b>			<b>\$ 2,820,789</b>		
<b>Liabilities and Stockholders' Equity</b>						
Interest-bearing liabilities:						
Savings accounts	\$ 369,703	\$ 54	0.06%	\$ 352,095	\$ 92	0.11%
Interest-bearing transaction accounts	1,284,233	965	0.30%	1,141,263	1,242	0.44%
Time deposits	311,230	541	0.70%	332,669	805	0.97%
Borrowings	173,920	924	2.13%	262,035	2,051	3.13%
<b>Total interest-bearing liabilities</b>	<b>2,139,086</b>	<b>2,484</b>	<b>0.47%</b>	<b>2,088,062</b>	<b>4,190</b>	<b>0.80%</b>
Noninterest-bearing liabilities:						
Demand deposits	542,976			473,853		
Other liabilities	14,348			13,621		
Stockholders' equity	304,950			245,253		
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 3,001,360</b>			<b>\$ 2,820,789</b>		
Net interest income/spread		25,383	3.58%		23,992	3.54%
Tax equivalent basis adjustment		237			244	
<b>NET INTEREST INCOME</b>		<b>\$ 25,146</b>			<b>\$ 23,748</b>	

Net interest margin (C)	3.68%	3.70%
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(A) Includes non-accrual loans, the effect of which is to reduce the yield earned on loans, and deferred loan fees.

(B) Includes interest-bearing cash accounts.

(C) Net interest income divided by interest-earning assets.

Interest income on a tax equivalent basis decreased from \$28.2 million in the second quarter of 2012 to \$27.9 million in the second quarter of 2013, a decrease of \$315,000, or 1%. The decrease in interest income was primarily due to a 31 basis point decrease in the yield on interest earning assets, as a result of loans being refinanced at lower rates and lower yields on new loans and investments. The yield on average loans and leases at 4.49% in the second quarter of 2013 was 40 basis points lower than the second quarter of 2012. The yield on average taxable and tax exempt investment securities decreased by 21 basis points and 42 basis points, respectively, compared to the second quarter of 2012.

Average loans and leases at \$2.26 billion increased \$186.9 million from the second quarter of 2012, while average investment securities at \$470.0 million decreased \$32.9 million.

Total interest expense decreased from \$4.2 million in the second quarter of 2012 to \$2.5 million in the second quarter of 2013, a decrease of \$1.7 million, or 41%. The cost of average interest-bearing liabilities decreased from 0.80% in the second quarter of 2012 to 0.47% in 2013. The decrease in yield was due primarily to a 100 basis point reduction in the cost of



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borrowings, an \$88.1 million reduction in higher yielding average borrowings, a \$21.4 million reduction in higher yielding time deposits and the continuing low rate environment. In fourth quarter 2012, the Company redeemed a \$25.8 million subordinated debenture that was paying 7.535%. In late second quarter 2013, the Company acquired and extinguished \$9 million in subordinated debentures that were paying LIBOR plus 310 basis points. From the second quarter of 2012 to the second quarter of 2013, average savings accounts and interest-bearing transaction accounts increased by \$17.6 million and \$143.0 million, respectively. Average rates paid on interest-bearing liabilities declined in all categories.

**Provision for Loan and Lease Losses**

In determining the provision for loan and lease losses, management considers national and local economic conditions; trends in the portfolio including orientation to specific loan types or industries; experience, ability and depth of lending management in relation to the complexity of the portfolio; adequacy and adherence to policies, procedures and practices; levels and trends in delinquencies, impaired loans and net charge-offs; and the results of independent third party loan review.

In the second quarter of 2013, a \$2.6 million provision for loan and lease losses was recorded, which was \$1.3 million lower than the provision for the same period last year. During the second quarter of 2013, the Company charged off loans and leases of \$2.8 million and recovered \$188,000 in previously charged off loans and leases compared to \$4.3 million and \$281,000, respectively, during the same period in 2012. The lower provision resulted from a decline in non-performing assets and from lower charge-offs during the quarter. For more information regarding the determination of the provision, see Risk Elements below.

**Noninterest Income**

Noninterest income increased \$1.0 million, or 21%, to \$5.8 million in the second quarter of 2013 compared to the second quarter of 2012. In the second quarter of 2013 the Company recorded a \$1.2 million pre-tax gain on the purchase and early extinguishment of \$9.0 million of Lakeland Bancorp Capital Trust I debentures. Gains on sales of investment securities was \$1,000 during the second quarter of 2013 compared to \$241,000 during the same period in 2012. Commissions and fees totaled \$1.1 million in the second quarter of 2013 and were \$116,000, or 9%, lower than the same period last year due primarily to reduced loan fees. Other income totaling \$420,000 in the second quarter of 2013 was \$198,000 higher than the same period in 2012, primarily due to gains on sales of mortgage loans.

**Noninterest Expense**

Noninterest expense totaling \$19.4 million increased \$2.9 million in the second quarter of 2013 from the second quarter of 2012. In the second quarter of 2013 noninterest expense included \$1.5 million in merger related expenses. Salary and employee benefits at \$10.1 million increased by \$568,000, or 6%, primarily due to normal salary increases and the addition of Somerset Hills Bank employees. Net occupancy expense at \$1.9 million in the second quarter of 2013 increased \$251,000 from the same period last year, due primarily to expenses relating to the new operations and training center and branch office opened in the second half of 2012. Furniture and equipment at \$1.5 million increased \$366,000 from the same period last year, due primarily to increased service contract expense, expenses relating to the new operations and training center and the opening of a branch office. Marketing expense totaling \$435,000 decreased \$23,000 compared to the second quarter of 2012, primarily due to a reduction in advertising. Legal expense and other real estate and repossessed asset expense decreased \$60,000 and \$40,000, respectively, due primarily to the reduction in nonperforming assets. Other expenses at \$2.7 million increased \$345,000 compared to the second quarter of 2012, due primarily to an increase in data processing expenses reflecting technological improvements as well as Somerset Hills costs. The Company's efficiency ratio, a non-GAAP financial measure, was 59.70% in the second quarter of 2013, compared to 57.18% for the same period last year. The increase was primarily due to an increase in total noninterest expense partially offset by an increase in revenue. The Company uses this ratio because it believes that the ratio provides a good comparison of period-to-period performance and because the ratio is widely accepted in the banking industry. The following table shows the calculation of the efficiency ratio for the periods presented:

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	For the Three Months Ended June 30,	
	2013	2012
	(dollars in thousands)	
<b>Calculation of efficiency ratio</b>		
Total noninterest expense	\$ 19,393	\$ 16,470
Less:		
Amortization of core deposit intangibles	(41)	
Other real estate owned and other repossessed asset expense	2	(38)
Merger related expenses	(1,452)	
Provision for unfunded lending commitments	(6)	(122)
Noninterest expense, as adjusted	\$ 17,896	\$ 16,310
Net interest income	\$ 25,146	\$ 23,748
Noninterest income	5,793	4,771
Total revenue	30,939	28,519
Plus: Tax-equivalent adjustment on municipal securities	237	244
Less:		
Gains on debt extinguishment	(1,197)	
Gains on sales of investment securities	(1)	(241)
Total revenue, as adjusted	\$ 29,978	\$ 28,522
Efficiency ratio	59.70%	57.18%

**Income Tax Expense**

The effective tax rate increased from 33.3% in the second quarter of 2012 to 34.1% in the second quarter of 2013 as a result of increased earnings and because of a reduction of tax advantaged items as a percent of pre-tax income. Tax advantaged items include interest income on tax-exempt securities and income on bank owned life insurance. Also contributing to the increase in the effective tax rate was the impact of non-deductible merger related expenses.

**(Year to Date 2013 Compared to Year to Date 2012)****Net Income**

Net income for the first half of 2013 was \$11.0 million, compared to net income of \$10.4 million for the same period in 2012. Net income available to common stockholders was \$11.0 million compared to \$9.8 million for the first half of 2012. Because the Company repaid its remaining preferred stock to the U.S. Department of the Treasury under the CPP in the first half of 2012, the Company had no dividends or accretion on preferred stock in the first half of 2013 compared to \$620,000 for the same period last year. Diluted earnings per share was \$0.36 for the first half of 2013 and 2012. Net interest income at \$49.1 million for the first half of 2013 increased \$1.4 million compared to the same period in 2012 due primarily to a reduction in interest expense.

**Net Interest Income**

Net interest income on a tax equivalent basis for the first half of 2013 was \$49.6 million compared to \$48.2 million for the first half of 2012. The net interest margin decreased from 3.73% in the first half of 2012 to 3.69% in the first half of 2013 primarily as a result of a decline in yield on average interest earning assets. The net interest margin would have been 3.75% and 3.83% for the first half of 2013 and 2012, respectively, had the Company's non-performing loans performed in accordance with their terms. Declines in interest income resulting from a 32 basis point decline in the yield on interest-earning assets were offset by a 33 basis point reduction in the cost of interest-bearing liabilities. The decline in the net interest margin resulting from a

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decline in rates was mitigated by an increase in income earned on free funds (interest earning assets funded by non-interest bearing liabilities) resulting from an increase in average non-interest bearing deposits of \$61.3 million. The components of net interest income will be discussed in greater detail below.

The following table reflects the components of the Company's net interest income, setting forth for the periods presented, (1) average assets, liabilities and stockholders' equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) the Company's net interest spread (i.e., the average yield on interest-earning assets less the average cost of interest-bearing liabilities) and (5) the Company's net interest margin. Rates are computed on a tax equivalent basis using a tax rate of 35%.

**CONSOLIDATED STATISTICS ON A TAX EQUIVALENT BASIS**

	For the Six Months Ended,			For the Six Months Ended,		
	June 30, 2013			June 30, 2012		
	Average Balance	Interest Income/Expense	Average rates earned/paid (dollars in thousands)	Average Balance	Interest Income/Expense	Average rates earned/paid
<b>Assets</b>						
Interest-earning assets:						
Loans (A)	\$ 2,200,838	\$ 49,772	4.56%	\$ 2,063,953	\$ 50,730	4.94%
Taxable investment securities and other	400,413	3,527	1.76%	441,039	4,547	2.06%
Tax-exempt securities	72,491	1,338	3.69%	70,446	1,451	4.12%
Federal funds sold (B)	30,542	30	0.20%	24,281	12	0.10%
<b>Total interest-earning assets</b>	<b>2,704,284</b>	<b>54,667</b>	<b>4.07%</b>	<b>2,599,719</b>	<b>56,740</b>	<b>4.39%</b>
Noninterest-earning assets:						
Allowance for loan and lease losses	(29,986)			(29,362)		
Other assets	260,755			243,136		
<b>TOTAL ASSETS</b>	<b>\$ 2,935,053</b>			<b>\$ 2,813,493</b>		
<b>Liabilities and Stockholders' Equity</b>						
Interest-bearing liabilities:						
Savings accounts	\$ 363,739	\$ 120	0.07%	\$ 345,158	\$ 182	0.11%
Interest-bearing transaction accounts	1,255,333	1,947	0.31%	1,139,163	2,515	0.44%
Time deposits	306,719	1,155	0.75%	341,806	1,698	0.99%
Borrowings	178,479	1,895	2.12%	264,600	4,143	3.13%
<b>Total interest-bearing liabilities</b>	<b>2,104,270</b>	<b>5,117</b>	<b>0.49%</b>	<b>2,090,727</b>	<b>8,538</b>	<b>0.82%</b>
Noninterest-bearing liabilities:						
Demand deposits	522,708			461,407		
Other liabilities	14,141			13,395		
Stockholders' equity	293,934			247,964		
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 2,935,053</b>			<b>\$ 2,813,493</b>		
Net interest income/spread		49,550	3.59%		48,202	3.57%
Tax equivalent basis adjustment		468			508	

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NET INTEREST INCOME	\$ 49,082	\$ 47,694
Net interest margin (C)	3.69%	3.73%

(A) Includes non-accrual loans, the effect of which is to reduce the yield earned on loans, and deferred loan fees.

(B) Includes interest-bearing cash accounts.

(C) Net interest income divided by interest-earning assets.

Interest income on a tax equivalent basis decreased from \$56.7 million in the first half of 2012 to \$54.7 million in the first half of 2013, a decrease of \$2.1 million, or 4%. The decrease in interest income was primarily due to a 32 basis point decrease in the yield on interest earning assets, as a result of loans being refinanced at lower rates and lower yields on new loans and investments. The yield on average loans and leases at 4.56% in the first half of 2013 was 38 basis points lower than the first half of 2012. The yield on average taxable and tax exempt investment securities decreased by 30 basis points and 43 basis points, respectively, compared to the first half of 2012. Average loans and leases at \$2.20 billion increased \$136.9 million from the first half of 2012, while average investment securities at \$472.9 million decreased \$38.6 million.

Total interest expense decreased from \$8.5 million in the first half of 2012 to \$5.1 million in the first half of 2013, a decrease of \$3.4 million, or 40%. The cost of average interest-bearing liabilities decreased from 0.82% in the first half of 2012 to 0.49% in 2013. The decrease in yield was due primarily to a 101 basis point reduction in the cost of borrowings, an \$86.1 million reduction in higher yielding borrowings, a \$35.1 million reduction in higher yielding time deposits and the continuing

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low rate environment. From the first half of 2012 to the first half of 2013, average savings accounts and interest-bearing transaction accounts increased by \$18.6 million and \$116.2 million, respectively. Average rates paid on interest-bearing liabilities declined in all categories.

**Provision for Loan and Lease Losses**

In the first half of 2013, a \$5.8 million provision for loan and lease losses was recorded, which was \$2.7 million lower than the provision for the same period last year. During the first half of 2013, the Company charged off loans and leases of \$5.5 million and recovered \$407,000 in previously charged off loans and leases compared to \$9.3 million and \$1.0 million, respectively, during the same period in 2012. The lower provision resulted from a decline in non-performing assets and from lower charge-offs during the first half of 2013. For more information regarding the determination of the provision, see Risk Elements below.

**Noninterest Income**

Noninterest income increased \$2.0 million, or 23%, to \$10.8 million in the first half of 2013 compared to the first half of 2012. As previously discussed in the quarterly analysis, the Company recorded a gain on debt extinguishment of \$1.2 million in the first half of 2013. Gains on sales of investment securities was \$506,000 during the first half of 2013 compared to \$273,000 during the same period in 2012. Commissions and fees totaled \$2.4 million in the first half of 2013 and were \$117,000, or 5%, higher than the same period last year due primarily to increased investment commission income. Other income totaling \$918,000 in the first half of 2013 was \$437,000 higher than the same period in 2012 primarily due to \$181,000 in income on loan swap transactions and \$483,000 in gains on sales of residential mortgage loans.

**Noninterest Expense**

Noninterest expense totaling \$37.6 million increased \$4.9 million in the first half of 2013 from the first half of 2012. In the first half of 2013 noninterest expense included \$526,000 in long term debt prepayment fees and \$2.1 million in merger related expenses. Salary and employee benefits at \$20.1 million increased by \$1.1 million, or 6%, primarily due to normal salary increases and increased commission expenses. Net occupancy expense at \$3.9 million and furniture and equipment at \$2.9 million in the first half of 2013 increased \$537,000 and \$688,000, respectively, from the same period last year due primarily to the same reasons discussed in the quarterly analysis. Marketing expense totaling \$723,000 decreased \$205,000 compared to the first half of 2012 primarily due to a reduction in advertising and the timing of marketing campaigns. Legal expense at \$528,000 and other real estate and repossessed asset expense at \$17,000 decreased \$217,000 and \$59,000, respectively, due primarily to the reduction in nonperforming assets. The Company's efficiency ratio, a non-GAAP financial measure, was 59.77% in the first half of 2013, compared to 57.44% for the same period last year due primarily to the same reasons discussed in the quarterly analysis. The Company uses this ratio because it believes that the ratio provides a good comparison of period-to-period performance and because the ratio is widely accepted in the banking industry. The following table shows the calculation of the efficiency ratio for the periods presented:

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	For the Six Months Ended June 30,	
	2013	2012
	(dollars in thousands)	
Calculation of efficiency ratio		
Total noninterest expense	\$ 37,620	\$ 32,745
Less:		
Amortization of core deposit intangibles	(41)	
Other real estate owned and other repossessed asset expense	(17)	(76)
Long term debt prepayment fee	(526)	
Merger related expenses	(2,083)	
Provision for unfunded lending commitments	129	(67)
Noninterest expense, as adjusted	\$ 35,082	\$ 32,602
Net interest income	\$ 49,082	\$ 47,694
Noninterest income	10,844	8,828
Total revenue	59,926	56,522
Plus: Tax-equivalent adjustment on municipal securities	468	508
Less:		
Gains on debt extinguishment	(1,197)	
Gains on sales of investment securities	(506)	(273)
Total revenue, as adjusted	\$ 58,691	\$ 56,757
Efficiency ratio	59.77%	57.44%

**Income Tax Expense**

The effective tax rate increased from 32.1% in the first half of 2012 to 33.4% in the first half of 2013 for the same reasons discussed above in the quarterly comparison.

**Financial Condition**

The Company's total assets increased \$343.7 million from \$2.92 billion at December 31, 2012, to \$3.26 billion at June 30, 2013. This includes Somerset Hills' assets of \$355.9 million. Total loans were \$2.45 billion, an increase of \$300.4 million from \$2.15 billion at December 31, 2012. Somerset Hills' loans totaled \$243.9 million. Total deposits were \$2.67 billion, an increase of \$301.9 million from December 31, 2012. Somerset Hills' deposits totaled \$311.8 million.

**Loans and Leases**

Gross loans and leases at \$2.45 billion increased by \$300.4 million from December 31, 2012. This includes Somerset Hills' loans of \$243.9 million. Excluding Somerset Hills', total loans have increased 3% from December 31, 2012 primarily in the commercial loans secured by real estate category. For more information on the loan portfolio, see Note 7 in Notes to the Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

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### **Risk Elements**

Non-performing assets decreased from \$28.5 million, or 0.98% of total assets, on December 31, 2012 to \$20.1 million, or 0.62% of total assets, on June 30, 2013. Non-performing assets decreased in all categories. The largest declines in non-performing loans were in commercial loans secured by real estate, real estate construction loans and residential mortgages which declined by \$3.2 million, \$2.1 million and \$1.9 million, respectively. Commercial loan non-accruals at June 30, 2013 included 2 loan relationships with balances over \$1.0 million, totaling \$2.2 million, and 5 loan relationships between \$500,000 and \$1.0 million, totaling \$3.4 million.

There were \$1.7 million in loans and leases past due ninety days or more and still accruing at June 30, 2013 compared to \$1.4 million at December 31, 2012. Loans and leases past due 90 days or more and still accruing are those loans and leases that are considered both well-secured and in process of collection.

On June 30, 2013, the Company had \$12.5 million in loans that were troubled debt restructurings and still accruing interest income compared to \$7.3 million on December 31, 2012. Troubled debt restructurings are those loans where the Company has granted concessions to the borrower in payment terms, either in rate or in term, as a result of the financial condition of the borrower.

On June 30, 2013, the Company had \$31.0 million in impaired loans (consisting primarily of non-accrual and restructured loans and leases) compared to \$31.5 million at year-end 2012. For more information on impaired loans and leases see Note 7 in Notes to the Consolidated Financial Statements of this Quarterly Report on Form 10-Q. The impairment of the loans and leases is measured using the present value of future cash flows on certain impaired loans and is based on the fair value of the underlying collateral for the remaining loans and leases. Based on such evaluation, \$969,000 has been allocated as a portion of the allowance for loan and lease losses for impairment at June 30, 2013. At June 30, 2013, the Company also had \$59.9 million in loans and leases that were rated substandard that were not classified as non-performing or impaired compared to \$42.7 million at December 31, 2012.

There were no loans and leases at June 30, 2013, other than those designated non-performing, impaired or substandard, where the Company was aware of any credit conditions of any borrowers or obligors that would indicate a strong possibility of the borrowers not complying with present terms and conditions of repayment and which may result in such loans and leases being included as non-accrual, past due or renegotiated at a future date. The following table sets forth for the periods presented, the historical relationships among the allowance for loan and lease losses, the provision for loan and lease losses, the amount of loans and leases charged-off and the amount of loan and lease recoveries:

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	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	Year Ended December 31, 2012
(dollars in thousands)			
Balance of the allowance at the beginning of the year	\$ 28,931	\$ 28,416	\$ 28,416
Loans and leases charged off:			
Commercial, secured by real estate	814	4,866	7,287
Commercial, industrial and other	659	555	949
Leases	172	353	999
Real estate mortgage	751	510	1,822
Real estate-construction	2,402	1,707	2,888
Home equity and consumer	691	1,331	2,074
Total loans charged off	5,489	9,322	16,019
Recoveries:			
Commercial, secured by real estate	80	58	280
Commercial, industrial and other	62	327	428
Leases	107	414	504
Real estate mortgage	63	5	66
Real estate-construction	7	26	43
Home equity and consumer	88	186	306
Total Recoveries	407	1,016	1,627
Net charge-offs:	5,082	8,306	14,392
Provision for loan and lease losses	5,777	8,433	14,907
Ending balance	\$ 29,626	\$ 28,543	\$ 28,931
Ratio of annualized net charge-offs to average loans and leases outstanding	0.46%	0.80%	0.69%
Ratio of allowance at end of period as a percentage of period end total loans and leases	1.21%	1.37%	1.35%

The ratio of the allowance for loan and lease losses to loans and leases outstanding reflects management's evaluation of the underlying credit risk inherent in the loan portfolio. The determination of the adequacy of the allowance for loan and lease losses and periodic provisioning for estimated losses included in the consolidated financial statements is the responsibility of management and the Board of Directors. The evaluation process is undertaken on a quarterly basis.

Methodology employed for assessing the adequacy of the allowance for loan and lease losses consists of the following criteria:

The establishment of reserve amounts for all specifically identified classified loans and leases that have been designated as requiring attention by the Company or its external loan review consultants.

The establishment of reserves for pools of homogeneous types of loans and leases not subject to specific review, including impaired commercial loans under \$250,000, leases, 1-4 family residential mortgages and consumer loans.

The establishment of reserve amounts for the non-classified loans and leases in each portfolio based upon the historical average loss experience of these portfolios and management's evaluation of key factors described below.



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Consideration is given to the results of ongoing credit quality monitoring processes, the adequacy and expertise of the Company's lending staff, underwriting policies, loss histories, delinquency trends, and the cyclical nature of economic and business conditions. Since many of the Company's loans depend on the sufficiency of collateral as a secondary means of repayment, any adverse trend in the real estate markets could affect underlying values available to protect the Company against loss.

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The overall balance of the allowance for loan losses increased \$695,000 to \$29.6 million at June 30, 2013 compared to December 31, 2012 reflecting an increase in the commercial loan portfolio.

Non-performing loans and leases decreased from \$28.5 million on December 31, 2012 to \$20.1 million on June 30, 2013. The allowance for loan and lease losses as a percent of total loans was 1.21% of total loans on June 30, 2013, compared to 1.35% as of December 31, 2012. The decline in the allowance for loan and lease losses as a percent of total loans results from the \$243.9 million increase in loans resulting from the Somerset Hills acquisition, which is accounted for under acquisition accounting. Excluding the Somerset Hills loans, the allowance as a percent of total loans would be 1.34%. Management believes, based on appraisals and estimated selling costs, that its non-performing loans and leases are adequately secured and reserves on these loans and leases are adequate. The preceding statement constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995.

Based upon the process employed and giving recognition to all accompanying factors related to the loan and lease portfolio, management considers the allowance for loan and lease losses to be adequate at June 30, 2013. The preceding statement constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995.

### **Investment Securities**

For detailed information on the composition and maturity distribution of the Company's investment securities portfolio, see the Notes to Consolidated Financial Statements contained in this Form 10-Q. Total investment securities increased from \$490.6 million on December 31, 2012 to \$494.2 million on June 30, 2013, an increase of \$3.6 million, or 1%.

### **Deposits**

Total deposits increased from \$2.37 billion on December 31, 2012 to \$2.67 billion on June 30, 2013, an increase of \$301.9 million, or 13%. Somerset Hills deposits totaled \$311.8 million. Noninterest bearing deposits increased \$102.8 million, or 21%, to \$600.9 million. Excluding \$80.8 million in Somerset Hills demand deposits, noninterest bearing demand deposits have increased by \$22.0 million, or 4%, from year-end 2012. Savings and interest-bearing transaction accounts and time deposits increased \$170.8 million and \$28.3 million, respectively.

### **Liquidity**

Liquidity measures whether an entity has sufficient cash flow to meet its financial obligations and commitments on a timely basis. The Company is liquid when its subsidiary bank has the cash available to meet the borrowing and cash withdrawal requirements of customers and the Company can pay for current and planned expenditures and satisfy its debt obligations.

Lakeland funds loan demand and operation expenses from several sources:

Net income. Cash provided by operating activities was \$27.5 million for the first six months of 2013 compared to \$25.3 million for the same period in 2012.

Deposits. Lakeland can offer new products or change its rate structure in order to increase deposits. In the first six months of 2013, Lakeland's deposits decreased \$9.9 million excluding the impact of Somerset Hills deposits.

Sales of securities and overnight funds. At June 30, 2013, the Company had \$397.8 million in securities designated available for sale. Of these securities, \$260.5 million were pledged to secure public deposits and for other purposes required by applicable laws and regulations.

Repayments on loans and leases can also be a source of liquidity to fund further loan growth.



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Overnight credit lines. As a member of the Federal Home Loan Bank of New York (FHLB), Lakeland has the ability to borrow overnight based on the market value of collateral pledged. Lakeland had no overnight borrowings from the FHLB on June 30, 2013. Lakeland also has overnight federal funds lines available for it to borrow up to \$152.0 million. Lakeland had borrowings against these lines of \$81.0 million at June 30, 2013. Lakeland may also borrow from the discount window of the Federal Reserve Bank of New York based on the market value of collateral pledged. Lakeland had no borrowings with the Federal Reserve Bank of New York as of June 30, 2013.

Other borrowings. Lakeland can also generate funds by utilizing long-term debt or securities sold under agreements to repurchase that would be collateralized by security or mortgage collateral. At times the market values of securities collateralizing our securities sold under agreements to repurchase may decline due to changes in interest rates and may necessitate our lenders to issue a margin call which requires Lakeland to pledge additional collateral to meet that margin call. Management and the Board monitor the Company's liquidity through the asset/liability committee, which monitors the Company's compliance with certain regulatory ratios and other various liquidity guidelines.

The cash flow statements for the periods presented provide an indication of the Company's sources and uses of cash, as well as an indication of the ability of the Company to maintain an adequate level of liquidity. A discussion of the cash flow statement for the six months ended June 30, 2013 follows.

Cash and cash equivalents totaling \$109.4 million on June 30, 2013, increased \$1.9 million from December 31, 2012. Operating activities provided \$27.5 million in net cash. Investing activities provided \$6.1 million in net cash, primarily reflecting net cash acquired in the acquisition of Somerset Hills, offset by an increase in loans and leases. Financing activities used \$31.7 million in net cash reflecting repayments of \$10.0 million in other borrowings, an early extinguishment of subordinated debentures and a net decrease of \$9.9 million in deposits. The Company anticipates that it will have sufficient funds available to meet its current loan commitments and deposit maturities. This constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995.

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows as of June 30, 2013. Interest on subordinated debentures and long-term borrowed funds is calculated based on current contractual interest rates.

		Within	After one but within three	After three but within	After
(dollars in thousands)	Total	one year	years	five years	five years
Minimum annual rentals on noncancellable operating leases	\$ 20,319	\$ 2,541	\$ 4,553	\$ 2,836	\$ 10,389
Benefit plan commitments	5,623	209	372	556	4,486
Remaining contractual maturities of time deposits	332,048	250,763	63,059	17,385	841
Subordinated debentures	42,548				42,548
Loan commitments	541,319	450,880	52,404	4,725	33,310
Other borrowings	75,000			55,000	20,000
Interest on other borrowings*	33,487	3,274	6,556	5,159	18,498
Standby letters of credit	9,337	7,419	1,838		80
<b>Total</b>	<b>\$ 1,059,681</b>	<b>\$ 715,086</b>	<b>\$ 128,782</b>	<b>\$ 85,661</b>	<b>\$ 130,152</b>

\* Includes interest on other borrowings and subordinated debentures at a weighted rate of 2.82%.

**Table of Contents****Capital Resources**

Total stockholders' equity increased from \$280.9 million on December 31, 2012 to \$341.1 million on June 30, 2013, an increase of \$60.2 million, or 21%. Book value per common share increased to \$9.55 on June 30, 2013 from \$9.45 on December 31, 2012. The increase in stockholders' equity from December 31, 2012 to June 30, 2013 was primarily due to stock issued of \$57.4 million for the acquisition of Somerset Hills and \$11.0 million in net income, partially offset by other comprehensive loss on the Company's available for sale securities portfolio of \$6.9 million and the payment of dividends on common stock of \$3.6 million.

The Company and Lakeland are subject to various regulatory capital requirements that are monitored by federal banking agencies. Failure to meet minimum capital requirements can lead to certain supervisory actions by regulators; any supervisory action could have a direct material adverse effect on the Company or Lakeland's financial statements. Management believes, as of June 30, 2013, that the Company and Lakeland meet all capital adequacy requirements to which they are subject.

The capital ratios for the Company and Lakeland at June 30, 2013 are as follows:

	Tier 1 Capital to Total Average Assets Ratio June 30, 2013	Tier 1 Capital to Risk-Weighted Assets Ratio June 30, 2013	Total Capital to Risk-Weighted Assets Ratio June 30, 2013
<b>Capital Ratios:</b>			
The Company	9.43%	11.53%	12.78%
Lakeland Bank	8.98%	10.98%	12.23%
Well capitalized institution under FDIC Regulations	5.00%	6.00%	10.00%

The leverage ratio for the Company and Lakeland increased from 8.62% and 7.98%, respectively, on December 31, 2012 to 9.43% and 8.98%, respectively, on June 30, 2013 as a result of the Somerset Hills acquisition. The leverage ratio is end of period Tier 1 capital as a percent of quarterly average assets. Since Somerset Hills was acquired on May 31, 2013, its assets were not included in the average asset calculation for the entire quarter. Had the merger occurred on April 1, 2013, the Company and Lakeland's leverage ratios would be 8.69% and 8.27%, respectively.

**Basel III**

On July 2, 2013, the FRB approved the final rules implementing the Basel Committee on Banking Supervision's (BCBS) capital guidelines for U.S. banks. Under the final rules, minimum requirements will increase for both the quantity and quality of capital held by the Company. The rules include a new common equity Tier 1 capital to risk-weighted assets ratio of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The final rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% and require a minimum leverage ratio of 4.0%. The final rules also implement strict eligibility criteria for regulatory capital instruments. On July 9, 2013, the FDIC also approved, as an interim final rule, the regulatory capital requirements for U.S. banks, following the actions of the FRB. The FDIC's rule is identical in substance to the final rules issued by the FRB. The phase-in period for the final rules will begin for the Company on January 1, 2015, with full compliance with all of the final rule's requirements phased in over a multi-year schedule. Management is currently evaluating the provisions of the final rules and their expected impact to the Company.

**Non-GAAP Financial Measures**

Reported amounts are presented in accordance with U.S. GAAP. The Company's management believes that the supplemental non-GAAP information, which consists of measurements and ratios based on tangible equity and tangible assets, is utilized by regulators and market analysts to evaluate a company's financial condition and therefore, such information is useful to investors. These disclosures should not be viewed as a substitute for financial results determined in accordance with U.S. GAAP, nor are they necessarily comparable to non-GAAP performance measures which may be presented by other companies.



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(dollars in thousands, except per share amounts)	June 30, 2013	December 31, 2012
<b>Calculation of tangible book value per common share</b>		
Total common stockholders' equity at end of period - GAAP	\$ 341,109	\$ 280,867
Less:		
Goodwill	110,381	87,111
Other identifiable intangible assets, net	2,671	
Total tangible common stockholders' equity at end of period - Non-GAAP	\$ 228,057	\$ 193,756
Shares outstanding at end of period (1)	35,701	29,726
Book value per share - GAAP (1)	\$ 9.55	\$ 9.45
Tangible book value per share - Non-GAAP (1)	\$ 6.39	\$ 6.52

(1) Adjusted for 5% stock dividend paid on April 16, 2012 to shareholders of record as of March 30, 2012.

<b>Calculation of tangible common equity to tangible assets</b>		
Total tangible common stockholders' equity at end of period - Non-GAAP	\$ 228,057	\$ 193,756
Total assets at end of period	\$ 3,262,411	\$ 2,918,703
Less:		
Goodwill	110,381	87,111
Other identifiable intangible assets, net	2,671	
Total tangible assets at end of period - Non-GAAP	\$ 3,149,359	\$ 2,831,592
Common equity to assets - GAAP	10.46%	9.62%
Tangible common equity to tangible assets - Non-GAAP	7.24%	6.84%

	For the Three Months Ended,		For the six months ended,	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
<b>Calculation of return on average tangible common equity</b>				
Net income - GAAP	\$ 5,903	\$ 5,453	\$ 11,011	\$ 10,424
Total average common stockholders' equity	\$ 304,950	\$ 245,253	\$ 293,934	\$ 244,105
Less:				
Average goodwill	94,783	87,111	90,968	87,111
Average other identifiable intangible assets, net	894		449	
Total average tangible common stockholders' equity - Non-GAAP	\$ 209,273	\$ 158,142	\$ 202,517	\$ 156,994
Return on average common stockholders' equity - GAAP	7.76%	8.94%	7.55%	8.59%
Return on average tangible common stockholders' equity - Non-GAAP	11.31%	13.87%	10.96%	13.35%





**Table of Contents****ITEM 3. Quantitative and Qualitative Disclosures about Market Risk**

The Company manages interest rate risk and market risk by identifying and quantifying interest rate risk exposures using simulation analysis and economic value at risk models. Net interest income simulation considers the relative sensitivities of the balance sheet including the effects of interest rate caps on adjustable rate mortgages and the relatively stable aspects of core deposits. As such, net interest income simulation is designed to address the probability of interest rate changes and the behavioral response of the balance sheet to those changes. Market Value of Portfolio Equity represents the fair value of the net present value of assets, liabilities and off-balance-sheet items. Changes in estimates and assumptions made for interest rate sensitivity modeling could have a significant impact on projected results and conclusions. These assumptions could include prepayment rates, sensitivity of non-maturity deposits and other similar assumptions. Therefore, if our assumptions should change, this technique may not accurately reflect the impact of general interest rate movements on the Company's net interest income or net portfolio value.

The starting point (or base case) for the following table is an estimate of the following year's net interest income assuming that both interest rates and the Company's interest-sensitive assets and liabilities remain at period-end levels. The net interest income estimated for the next twelve months (the base case) is \$109.7 million. The information provided for net interest income assumes that changes in interest rates of plus 200 basis points and minus 200 basis points change gradually in equal increments (rate ramp) over the twelve month period.

Rate Ramp	Changes in interest rates	
	+200 bp	-200 bp
Asset/Liability Policy Limit	-5.0%	-5.0%
June 30, 2013	-2.7%	-2.0%
December 31, 2012	-4.9%	-2.2%

The Company's review of interest rate risk also includes policy limits for net interest income changes in various rate shock scenarios. Rate shocks assume that current interest rates change immediately. The information provided for net interest income assumes fluctuations or rate shocks for changes in interest rates as shown in the table below.

Rate Shock	Changes in interest rates							
	+400 bp	+300 bp	+200 bp	+100 bp	-100 bp	-200 bp	-300 bp	-400 bp
Asset/Liability Policy Limit	-20.0%	-15.0%	-10.0%	-5.0%	-5.0%	-10.0%	-15.0%	-20.0%
June 30, 2013	-6.5%	-4.6%	-2.7%	-0.8%	-4.8%	-6.0%	-6.5%	-6.5%
December 31, 2012	-8.7%	-6.4%	-4.2%	-2.1%	-4.1%	-4.6%	-4.6%	-4.6%

The base case for the following table is an estimate of the Company's net portfolio value for the periods presented using current discount rates, and assuming the Company's interest-sensitive assets and liabilities remain at period-end levels. The net portfolio value at June 30, 2013 (the base case) was \$447.9 million. The information provided for the net portfolio value assumes fluctuations or rate shocks of plus 200 basis points and minus 200 basis points for changes in interest rates as shown in the table below. Rate shocks assume that current interest rates change immediately.

Rate Shock	Changes in interest rates					
	+300 bp	+200 bp	+100 bp	-100 bp	-200 bp	-300 bp
Asset/Liability Policy Limit	-35.0%	-25.0%			-25.0%	-35.0%
June 30, 2013	-15.8%	-9.9%	-4.3%	-0.3%	-4.7%	-9.3%
December 31, 2012	-14.6%	-7.4%	-2.3%	-5.1%	-8.9%	-7.8%

The information set forth in the above tables is based on significant estimates and assumptions, and constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995. For more information regarding the Company's market risk and assumptions used in the Company's simulation models, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

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ITEM 4. Controls and Procedures

(a) Disclosure controls and procedures. As of the end of the Company's most recently completed fiscal quarter covered by this report, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Securities Exchange Act Rule 13a-15. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and are operating in an effective manner and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal controls over financial reporting. There have been no changes in the Company's internal control over financial reporting that occurred during the quarter ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

On February 15, 2013, the Company was served with a Civil Action Summons and Class Action Complaint that was filed in the Superior Court of New Jersey, Chancery Division, Somerset County. The complaint states that the plaintiff is bringing the class action on behalf of the public stockholders of Somerset Hills Bancorp against the Board of Directors of Somerset Hills for their alleged breach of fiduciary duties arising out of the Agreement and Plan of Merger, dated as of January 28, 2013, by and between the Company and Somerset Hills Bancorp. The complaint alleges that the Company has aided and abetted the individual defendants in their alleged breaches of fiduciary duties.

On March 27, 2013, the plaintiff filed an Amended Complaint, alleging, among other things, inadequate disclosure in the definitive joint proxy statement and prospectus (the Proxy Statement ) that has been mailed to the respective shareholders of the Company and Somerset Hills. On April 26, 2013, the defendants entered into a Memorandum of Understanding with the lead plaintiff regarding settlement of the action. As part of the settlement, the Registrant agreed to make certain additional disclosures, which are contained in a Current Report on Form 8-K filed on April 29, 2013. The Memorandum of Understanding contemplates that the parties will enter into a stipulation of settlement, which will be subject to customary conditions, including the consummation of the merger and court approval following notice. In the event that the parties enter into a stipulation of settlement, a hearing will be scheduled at which the Court will consider the fairness, reasonableness and adequacy of the settlement which, if finally approved by the Court, will resolve all of the claims that were or could have been brought in the action being settled, including all claims relating to the merger, the merger agreement and any disclosures made in connection therewith. The Court will also need to approve the conditional certification of the class of plaintiffs at such hearing. In addition, in connection with the settlement, the parties contemplate that the lead plaintiff's counsel will petition the Court for an award of attorneys' fees and expenses to be paid by the Company. There can be no assurance that the parties will ultimately enter into a stipulation of settlement or that the Court will approve the settlement even if the parties were to enter into such a stipulation. In the event that neither of these occurs, the proposed settlement as contemplated by the Memorandum of Understanding may be terminated. The settlement did not affect the timing of consummation of the merger or the amount or nature of the merger consideration paid to the shareholders of Somerset Hills in the merger.

Other than as described above, there are no pending legal proceedings involving the Company or Lakeland other than those arising in the normal course of business. Management does not anticipate that the potential liability, if any, arising out of such legal proceedings will have a material effect on the financial condition or results of operations of the Company and Lakeland on a consolidated basis.

**Item 1A. Risk Factors**

There have been no material changes in risk factors from those disclosed under Item 1A, Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	Not Applicable
Item 3. Defaults Upon Senior Securities	Not Applicable
Item 4. Mine Safety Disclosures	Not Applicable
Item 5. Other Information	Not Applicable
Item 6. Exhibits	

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31.1	Certification by Thomas J. Shara pursuant to Section 302 of the Sarbanes Oxley Act.
31.2	Certification by Joseph F. Hurley pursuant to Section 302 of the Sarbanes Oxley Act.
32.1	Certification by Thomas J. Shara and Joseph F. Hurley pursuant to Section 906 of the Sarbanes Oxley Act.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\* Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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SIGNATURES

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

Lakeland Bancorp, Inc.  
(Registrant)

/s/ Thomas J. Shara  
Thomas J. Shara  
President and Chief Executive Officer

/s/ Joseph F. Hurley  
Joseph F. Hurley  
Executive Vice President and  
Chief Financial Officer

Date: August 9, 2013