

SALISBURY BANCORP INC
Form 10-Q
August 14, 2013

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 0-24751

SALISBURY BANCORP, INC.

(Exact name of registrant as specified in its charter)

| | |
|--|---|
| Connecticut (State or other jurisdiction of incorporation or organization) | 06-1514263 (I.R.S. Employer Identification No.) |
|--|---|

| | |
|---|---------------------|
| 5 Bissell Street, Lakeville, CT (Address of principal executive offices) | 06039 (Zip code) |
|---|---------------------|

(860) 435-9801

(Registrant's telephone number, including area code)

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

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

The number of shares of Common Stock outstanding as of August 13, 2013 is 1,710,121.

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PART I - FINANCIAL INFORMATION

Salisbury Bancorp, Inc. and Subsidiary**CONSOLIDATED BALANCE SHEETS (unaudited)**

| (in thousands, except share data) | June 30, 2013 | December 31, 2012 |
|--|------------------|----------------------|
| ASSETS | | |
| Cash and due from banks | \$6,051 | \$9,545 |
| Interest bearing demand deposits with other banks | 26,909 | 34,029 |
| Total cash and cash equivalents | 32,960 | 43,574 |
| Interest-bearing time deposits | 4,233 | — |
| Securities | | |
| Available-for-sale at fair value | 106,610 | 126,287 |
| Federal Home Loan Bank of Boston stock at cost | 5,340 | 5,747 |
| Loans held-for-sale | 864 | 1,879 |
| Loans receivable, net (allowance for loan losses: \$4,632 and \$4,360) | 416,729 | 388,758 |
| Other real estate owned | 435 | 244 |
| Bank premises and equipment, net | 11,288 | 11,520 |
| Goodwill | 9,829 | 9,829 |
| Intangible assets (net of accumulated amortization: \$1,856 and \$1,745) | 687 | 798 |
| Accrued interest receivable | 2,002 | 1,818 |
| Cash surrender value of life insurance policies | 7,416 | 7,295 |
| Deferred taxes | 285 | — |
| Other assets | 2,034 | 3,064 |
| Total Assets | \$600,712 | \$600,813 |
| LIABILITIES and SHAREHOLDERS' EQUITY | | |
| Deposits | | |
| Demand (non-interest bearing) | \$90,203 | \$98,850 |
| Demand (interest bearing) | 73,606 | 65,991 |
| Money market | 134,052 | 128,501 |
| Savings and other | 104,331 | 103,985 |
| Certificates of deposit | 89,848 | 93,888 |
| Total deposits | 492,040 | 491,215 |
| Repurchase agreements | 2,980 | 1,784 |
| Federal Home Loan Bank of Boston advances | 31,187 | 31,980 |
| Deferred taxes | — | 590 |
| Accrued interest and other liabilities | 3,016 | 3,247 |
| Total Liabilities | 529,223 | 528,816 |
| Commitments and contingencies | — | — |
| Shareholders' Equity | | |
| Preferred stock - \$.01 per share par value | | |
| Authorized: 25,000; Issued: 16,000 (Series B); | | |
| Liquidation preference: \$1,000 per share | 16,000 | 16,000 |
| Common stock - \$.10 per share par value | | |
| Authorized: 3,000,000; | | |
| Issued: 1,710,121 and 1,689,691 | 171 | 169 |

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| | | |
|---|-----------|-----------|
| Paid-in capital | 13,668 | 13,158 |
| Retained earnings | 41,279 | 40,233 |
| Unearned Compensation - restricted stock awards | (415) | — |
| Accumulated other comprehensive income, net | 786 | 2,437 |
| Total Shareholders' Equity | 71,489 | 71,997 |
| Total Liabilities and Shareholders' Equity | \$600,712 | \$600,813 |

Salisbury Bancorp, Inc. and Subsidiary

CONSOLIDATED STATEMENTS OF INCOME (unaudited)

| Periods ended June 30, (in thousands except per share amounts) unaudited | Three months ended | | Six months ended | |
|--|--------------------|---------|------------------|---------|
| | 2013 | 2012 | 2013 | 2012 |
| Interest and dividend income | | | | |
| Interest and fees on loans | \$4,470 | \$4,582 | \$8,898 | \$9,178 |
| Interest on debt securities | | | | |
| Taxable | 468 | 659 | 941 | 1,375 |
| Tax exempt | 478 | 510 | 966 | 1,044 |
| Other interest and dividends | 18 | 15 | 36 | 27 |
| Total interest and dividend income | 5,434 | 5,766 | 10,841 | 11,624 |
| Interest expense | | | | |
| Deposits | 488 | 623 | 978 | 1,290 |
| Repurchase agreements | 1 | 6 | 2 | 19 |
| Federal Home Loan Bank of Boston advances | 312 | 451 | 624 | 946 |
| Total interest expense | 801 | 1,080 | 1,604 | 2,255 |
| Net interest and dividend income | 4,633 | 4,686 | 9,237 | 9,369 |
| Provision for loan losses | 240 | 180 | 636 | 360 |
| Net interest and dividend income after provision for loan losses | 4,393 | 4,506 | 8,601 | 9,009 |
| Non-interest income | | | | |
| Trust and wealth advisory | 824 | 735 | 1,549 | 1,490 |
| Service charges and fees | 575 | 547 | 1,092 | 1,068 |
| Gains on sales of mortgage loans, net | 153 | 263 | 431 | 635 |
| Mortgage servicing, net | 8 | (5) | 34 | (89) |
| Gains on securities, net | — | 267 | — | 279 |
| Other | 90 | 83 | 169 | 166 |
| Total non-interest income | 1,650 | 1,890 | 3,275 | 3,549 |
| Non-interest expense | | | | |
| Salaries | 1,835 | 1,748 | 3,585 | 3,458 |
| Employee benefits ⁽¹⁾ | 763 | 957 | 1,448 | 1,647 |
| Premises and equipment | 583 | 591 | 1,166 | 1,196 |
| Data processing | 367 | 418 | 787 | 821 |
| Professional fees | 309 | 303 | 689 | 616 |
| Collections and OREO ⁽²⁾ | 75 | 356 | 230 | 467 |
| FDIC insurance | 114 | 119 | 239 | 247 |
| Marketing and community support | 105 | 87 | 228 | 175 |
| Amortization of intangibles | 56 | 56 | 111 | 111 |
| Other | 403 | 390 | 833 | 788 |
| Total non-interest expense | 4,610 | 5,025 | 9,316 | 9,526 |
| Income before income taxes | 1,433 | 1,371 | 2,560 | 3,032 |
| Income tax provision | 289 | 254 | 476 | 666 |
| Net income | \$1,144 | \$1,117 | \$2,084 | \$2,366 |
| Net income available to common shareholders | \$1,092 | \$1,069 | \$1,985 | \$2,234 |
| Basic earnings per common share | \$0.65 | \$0.63 | \$1.17 | \$1.32 |
| Diluted earnings per common share | \$0.65 | \$0.63 | \$1.17 | \$1.32 |
| Common dividends per share | 0.28 | 0.28 | 0.56 | 0.56 |

¹ *Included pension plan curtailment expense of \$341,000 for the three and six month periods ended June 30, 2012.*

² *Included litigation expense of \$294,000 and \$340,000, respectively, for the three and six month periods ended June 30, 2012*

Salisbury Bancorp, Inc. and Subsidiary**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)**

| Periods ended June 30, (in thousands) | Three months ended | | Six months ended | |
|--|--------------------|---------|------------------|---------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income | \$1,144 | \$1,117 | \$2,084 | \$2,366 |
| Other comprehensive (loss) income | | | | |
| Net unrealized (losses) gains on securities available-for-sale | (2,146) | 495 | (2,502) | 1,219 |
| Reclassification of net realized gains in net income | — | 267 | — | 279 |
| Unrealized (losses) gains on securities available-for-sale | (2,144) | 762 | (2,502) | 1,498 |
| Income tax benefit (expense) | 730 | (259) | 851 | (509) |
| Unrealized (losses) gains on securities available-for-sale, net of tax | (1,416) | 503 | (1,651) | 989 |
| Change in unrecognized pension plan costs | — | (96) | — | (59) |
| Income tax expense | — | 33 | — | 20 |
| Pension plan income, net of tax | — | (63) | — | (39) |
| Other comprehensive (loss) income, net of tax | (1,416) | 440 | (1,651) | 950 |
| Comprehensive (loss) income | \$(272) | \$1,557 | \$433 | \$3,316 |

Salisbury Bancorp, Inc. and Subsidiary**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (unaudited)**

| (dollars in thousands) unaudited | Common Stock | | Preferred Stock | Paid-in capital | Retained earnings | Unrecognized Compensation— Restricted Stock Awards | Accumulated other comp- rehensive income (loss) | Total share- hold- equi- |
|--|--------------|--------|--------------------|--------------------|----------------------|--|---|-----------------------------------|
| | Shares | Amount | | | | | | |
| Balances at December 31, 2011 | 1,688,731 | \$169 | \$16,000 | \$13,134 | \$38,264 | \$— | \$(705) | \$66,8 |
| Net income for period | — | — | — | — | 2,366 | — | — | 2,36 |
| Other comprehensive income, net of tax | — | — | — | — | — | — | 950 | 950 |
| Common stock dividends paid | — | — | — | — | (946) | — | — | (946 |
| Preferred stock dividends declared | — | — | — | — | (130) | — | — | (130 |
| Issuance of common stock for director fees | 960 | — | — | 24 | — | — | — | 24 |

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| | | | | | | | | |
|--|-----------|--------|-----------|-----------|-----------|--------|----------|---------|
| Balances at June 30, 2012 | 1,689,691 | \$ 169 | \$ 16,000 | \$ 13,158 | \$ 39,554 | \$— | \$ 245 | \$ 69,1 |
| Balances at December 31, 2012 | 1,689,691 | \$ 169 | \$ 16,000 | \$ 13,158 | \$ 40,233 | \$— | \$ 2,437 | \$ 71,9 |
| Net income for year | — | — | — | — | 2,084 | — | — | 2,08 |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | (1,651 |) (1,6 |
| Common stock dividends declared | — | — | — | — | (957 |) — | — | (957 |
| Preferred stock dividends declared | — | — | — | — | (81 |) — | — | (81 |
| Issuance of restricted common stock | 19,600 | 2 | — | 488 | — | (490 |) — | — |
| Forfeiture of restricted common stock | (500 |) — | — | (12 |) | 12 | — | — |
| Stock based compensation-restricted stock awards | — | — | — | — | — | 63 | — | 63 |
| Issuance of common stock for director fees | 1,330 | — | — | 34 | — | — | — | 34 |
| Balances at June 30, 2013 | 1,710,121 | \$ 171 | \$ 16,000 | \$ 13,668 | \$ 41,279 | \$(415 |) \$ 786 | \$ 71,4 |

Salisbury Bancorp, Inc. and Subsidiary

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

| Six months ended June 30, (in thousands) unaudited | 2013 | 2012 |
|---|----------|----------|
| Operating Activities | | |
| Net income | \$2,084 | \$2,366 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Amortization and depreciation | | |
| Securities | 262 | 323 |
| Bank premises and equipment | 428 | 447 |
| Core deposit intangible | 111 | 111 |
| Mortgage servicing rights | 197 | 163 |
| Fair value adjustment on loans | 16 | 17 |
| Gains on calls of securities available-for-sale | — | (12) |
| Gains on sales of securities available-for-sale | — | (267) |
| Loss on sale/disposals of premises and equipment | — | 1 |
| Loss (gain) recognized on other real estate owned | 9 | (1) |
| Provision for loan losses | 636 | 360 |
| Decrease (increase) in loans held-for-sale | 1,015 | (2,207) |
| Increase in deferred loan origination fees and costs, net | (96) | (31) |
| Mortgage servicing rights originated | (230) | (308) |
| (Decrease) increase in mortgage servicing rights impairment reserve | (34) | 102 |
| Increase in interest receivable | (184) | (526) |
| Deferred tax benefit | (25) | (25) |
| Decrease in prepaid expenses | 724 | 279 |
| Increase in cash surrender value of life insurance policies | (121) | (135) |
| Decrease in income tax receivable | 338 | 534 |
| Decrease (increase) in other assets | 36 | (22) |
| Decrease in accrued expenses | 168 | 446 |
| Decrease in interest payable | (37) | (56) |
| (Decrease) increase in other liabilities | (362) | 50 |
| Issuance of shares for director's fee | 34 | 24 |
| Issuance of shares of restricted stock | 63 | — |
| Net cash provided by operating activities | 5,032 | 1,633 |
| Investing Activities | | |
| Redemption of Federal Home Loan Bank stock | 407 | 285 |
| Purchase of interest-bearing time deposit with other banks | (4,233) | — |
| Proceeds from calls of securities available-for-sale | 1,400 | 7,148 |
| Proceeds from maturities of securities available-for-sale | 15,514 | 11,672 |
| Proceeds from sale of securities available-for-sale | — | 2,767 |
| Proceeds from maturities of securities held-to-maturity | — | 50 |
| Loan originations and principle collections, net | (30,090) | (5,821) |
| Recoveries of loans previously charged-off | 10 | 29 |
| Proceeds from sales of other real estate owned | 1,353 | 1,745 |
| Capital expenditures | (195) | (150) |
| Net cash (utilized) provided by investing activities | (15,834) | 17,725 |
| Financing Activities | | |
| Increase in deposit transaction accounts, net | 4,864 | 10,863 |
| Decrease in time deposits, net | (4,040) | (4,259) |

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| | | |
|--|----------|----------|
| Increase (decrease) in securities sold under agreements to repurchase, net | 1,195 | (5,967) |
| Principal payments on Federal Home Loan Bank of Boston advances | (793) | (11,814) |
| Common stock dividends paid | (957) | (946) |
| Preferred stock dividends paid | (81) | (146) |
| Net cash provided (utilized) by financing activities | 188 | (12,269) |
| Net (decrease) increase in cash and cash equivalents | (10,614) | 7,089 |
| Cash and cash equivalents, beginning of period | 43,574 | 36,886 |
| Cash and cash equivalents, end of period | \$32,960 | \$43,975 |

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| | | |
|--|---------|---------|
| Cash paid during period | | |
| Interest | \$1,641 | \$2,311 |
| Income taxes | 163 | 1,175 |
| Non-cash transfers | | |
| Transfer from loans to other real estate owned | 1,553 | — |
| Transfer from other real estate owned to loans | — | 1,000 |

Salisbury Bancorp, Inc. and Subsidiary

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - BASIS OF PRESENTATION

The interim (unaudited) consolidated financial statements of Salisbury Bancorp, Inc. ("Salisbury") include those of Salisbury and its wholly owned subsidiary, Salisbury Bank and Trust Company (the "Bank"). In the opinion of management, the interim unaudited consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary to present fairly the financial position of Salisbury and the statements of income, comprehensive income, shareholders' equity and cash flows for the interim periods presented.

The financial statements have been prepared in accordance with generally accepted accounting principles. In preparing the financial statements, management is required to make extensive use of estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet, and revenues and expenses for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the allowance for loan losses and valuation of real estate, management obtains independent appraisals for significant properties.

Certain financial information, which is normally included in financial statements prepared in accordance with generally accepted accounting principles, but which is not required for interim reporting purposes, has been condensed or omitted. Operating results for the interim period ended June 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. The accompanying condensed financial statements should be read in conjunction with the financial statements and notes thereto included in Salisbury's 2012 Annual Report on Form 10-K for the period ended December 31, 2012.

The allowance for loan losses is a significant accounting policy and is presented in Note 3 to Consolidated Financial Statements and in Management's Discussion and Analysis, which provide information on how significant assets are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions and estimates underlying those amounts, management has identified the determination of the allowance for loan losses to be the accounting area that requires the most subjective judgments, and as such could be most subject to revision as new information becomes available.

Impact of New Accounting Pronouncements Issued

In July 2013, the FASB issued ASU 2013-10, "Derivatives and Hedging (Topic 815) – Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes." The amendments in this ASU permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to Treasury Obligations of the U.S. government (UST) and the London Interbank Offered Rate (LIBOR). The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments apply to all entities that elect to apply hedge accounting of the benchmark interest rate under Topic 815. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of this ASU is not expected to have an impact on Salisbury's results of operations or financial position.

In July 2013, the FASB issued ASU 2013-11, "Income Taxes – Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." The amendments in this ASU provide guidance for the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The amendments in this ASU are expected to reduce diversity in practice by providing guidance on the presentation of unrecognized tax benefits and will better reflect the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. The amendments apply to all entities that have unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this guidance is not expected to have an impact on Salisbury's results of operations or financial position.

In April 2013, the FASB issued ASU 2013-07, "Presentation of Financial Statements (Topic 205): Liquidation Basis of Accounting." The amendments in this ASU are being issued to clarify when an entity should apply the liquidation basis of accounting. The guidance provides principles for the recognition and measurement of assets and liabilities and requirements for financial statements prepared using the liquidation basis of accounting. Additionally, the amendments require disclosures about an entity's plan for liquidation, the methods and significant assumptions used to measure assets and liabilities, the type and amount of costs and income accrued, and the expected duration of the liquidation process. The amendments are effective for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. Entities should apply the requirements prospectively from the day that liquidation becomes imminent. Early adoption is permitted. Salisbury anticipates that the adoption of this guidance will not have an impact on its consolidated financial statements.

In February 2013, the FASB issued ASU 2013-04, “Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date.” The objective of the amendments in this ASU is to provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. generally accepted accounting principles (GAAP). Examples of obligations within the scope of this ASU include debt arrangements, other contractual obligations, and settled litigation and judicial rulings. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013; and should be applied retrospectively to all prior periods presented for those obligations resulting from joint and several liability arrangements within the ASU scope that exist at the beginning of an entity’s fiscal year of adoption. Salisbury anticipates that the adoption of this guidance will not have a material impact on its consolidated financial statements.

In October 2012, the FASB issued ASU 2012-06, “Business Combinations (Topic 805): Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution.” The amendments in this update clarify the applicable guidance for subsequently measuring an indemnification asset recognized as a result of a government-assisted acquisition of a financial institution. For public entities, the amendments in this update are effective for fiscal years, and interim periods within those years beginning on or after December 15, 2012. The adoption of ASU 2012-06 did not have a material impact on Salisbury’s consolidated financial position, results of operations or cash flows.

In December 2011, the FASB issued ASU 2011-12, “Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. The amendments in this update defer those changes in ASU 2011-05 that relate to the presentation of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. All other requirements in ASU 2011-05 are not affected by this update. The amendments are effective during interim and annual periods beginning after December 15, 2011. The adoption of ASU 2011-12 did not have a material impact on Salisbury’s consolidated financial position, results of operations or cash flows.

In December 2011, the FASB issued ASU 2011-11, “Disclosures about Offsetting Assets and Liabilities.” This ASU is to enhance current disclosures. Entities are required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The amendments in this ASU are effective for annual 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 adoption of ASU 2011-11 did not have a material impact on Salisbury’s consolidated financial position, results of operations or cash flows.

NOTE 2 - SECURITIES

The composition of securities is as follows:

| (in thousands) | Amortized cost (1) | Gross un-realized gains | Gross un-realized losses | Fair value |
|------------------------------|--------------------|-------------------------|--------------------------|------------|
| June 30, 2013 | | | | |
| Available-for-sale | | | | |
| U.S. Treasury notes | \$2,496 | \$ 187 | \$ — | \$2,683 |
| U.S. Government Agency notes | 2,511 | 154 | — | 2,665 |

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| | | | | |
|--|-----------|---------|-------------|-----------|
| Municipal bonds | 44,066 | 1,082 | (1,183) | 43,965 |
| Mortgage backed securities | | | | |
| U.S. Government Agencies | 39,528 | 622 | (48) | 40,102 |
| Collateralized mortgage obligations | | | | |
| U.S. Government Agencies | 4,220 | 54 | — | 4,274 |
| Non-agency | 9,449 | 485 | (21) | 9,913 |
| SBA bonds | 2,418 | 102 | — | 2,520 |
| Preferred Stock | 20 | 468 | — | 488 |
| Total securities available-for-sale | \$104,708 | \$3,154 | \$ (1,252) | \$106,610 |
| Non-marketable securities | | | | |
| Federal Home Loan Bank of Boston stock | \$5,340 | \$— | \$— | \$5,340 |

| (in thousands) | Amortized cost (1) | Gross un-realized gains | Gross un-realized losses | Fair value |
|--|--------------------|-------------------------|--------------------------|------------|
| December 31, 2012 | | | | |
| Available-for-sale | | | | |
| U.S. Treasury notes | \$2,496 | \$237 | \$ — | \$2,733 |
| U.S. Government Agency notes | 7,515 | 211 | — | 7,726 |
| Municipal bonds | 45,395 | 2,138 | (168) | 47,365 |
| Mortgage backed securities | | | | |
| U.S. Government Agencies | 47,465 | 1,284 | (20) | 48,729 |
| Collateralized mortgage obligations | | | | |
| U.S. Government Agencies | 5,131 | 66 | — | 5,197 |
| Non-agency | 11,081 | 494 | (68) | 11,507 |
| SBA bonds | 2,781 | 82 | — | 2,863 |
| Preferred Stock | 20 | 147 | — | 167 |
| Total securities available-for-sale | \$121,884 | \$4,659 | \$ (256) | \$126,287 |
| Non-marketable securities | | | | |
| Federal Home Loan Bank of Boston stock | \$5,747 | \$— | \$ — | \$5,747 |

(1) Net of other-than-temporary impairment write-down recognized in earnings.

Salisbury did not sell any securities available-for-sale during the six month period ended June 30, 2013 and sold a \$2,500,000 Treasury bond available-for-sale during the six month period ended June 30, 2012. The gain recognized on this sale was \$267,000.

The following table summarizes, for all securities in an unrealized loss position, including debt securities for which a portion of other-than-temporary impairment has been recognized in other comprehensive income, the aggregate fair value and gross unrealized loss of securities that have been in a continuous unrealized loss position as of the date presented:

| (in thousands) | Less than 12 Months | | 12 Months or Longer | | Total | |
|--|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized losses | Fair Value | Unrealized losses | Fair Value | Unrealized losses |
| June 30, 2013 | | | | | | |
| Available-for-sale | | | | | | |
| Municipal Bonds | \$11,454 | \$ 688 | \$2,039 | \$ 495 | \$13,493 | \$ 1,183 |
| Mortgage backed securities | 4,769 | 47 | 42 | 1 | 4,811 | 48 |
| Collateralized mortgage obligations | | | | | | |
| Non-agency | 1,036 | 6 | 335 | 15 | 1,371 | 21 |
| Total temporarily impaired securities | 17,259 | 741 | 2,416 | 511 | 19,675 | 1,252 |
| Other-than-temporarily impaired securities | | | | | | |
| Collateralized mortgage obligations | | | | | | |
| Non-agency | — | — | — | — | — | — |
| Total temporarily and other-than-temporarily impaired securities | \$17,259 | \$ 741 | \$2,416 | \$ 511 | \$19,675 | \$ 1,252 |

Salisbury evaluates securities for Other Than Temporary Impairment (“OTTI”) where the fair value of a security is less than its amortized cost basis at the balance sheet date. As part of this process, Salisbury considers its intent to sell each

debt security and whether it is more likely than not that it will be required to sell the security before its anticipated recovery. If either of these conditions is met, Salisbury recognizes an OTTI charge to earnings equal to the entire difference between the security's amortized cost basis and its fair value at the balance sheet date. For securities that meet neither of these conditions, an analysis is performed to determine if any of these securities are at risk for OTTI.

The following summarizes, by security type, the basis for evaluating if the applicable securities were OTTI at June 30, 2013.

U.S Government Agency notes, U.S. Government Agency mortgage-backed securities and U.S. Government Agency CMOs: The contractual cash flows are guaranteed by U.S. government agencies and U.S. government-sponsored enterprises. Changes in fair values are a function of changes in investment spreads and interest rate movements and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities. Furthermore, Salisbury does not intend to sell these securities and it is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis, which may be maturity. Therefore, management does not consider these securities to be OTTI at June 30, 2013.

Municipal bonds: Contractual cash flows are performing as expected. Salisbury purchased substantially all of these securities during 2006-to-2008 as bank qualified, insured, AAA rated general obligation or revenue bonds. Salisbury's portfolio is mostly comprised of tax-exempt general obligation bonds or public-purpose revenue bonds for schools, municipal offices, sewer infrastructure and fire houses, for small towns and municipalities across the United States. In the wake of the financial crisis, most monoline bond insurers had their ratings downgraded or withdrawn because of excessive exposure to insurance for collateralized debt obligations. Where appropriate, Salisbury performs credit underwriting reviews of issuers, including some that have had their ratings withdrawn and are insured by insurers that have had their ratings withdrawn, to assess default risk. For all completed reviews pass credit risk ratings have been assigned. Management expects to recover the entire amortized cost basis of these securities. It is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis, which may be maturity. Management does not consider these securities to be OTTI at June 30, 2013.

Non-agency CMOs: Salisbury performed a detailed cash flow analysis of its non-agency CMOs at June 30, 2013 to assess whether any of the securities were OTTI. Salisbury uses first party provided cash flow forecasts of each security based on a variety of market driven assumptions and securitization terms, including prepayment speed, default or delinquency rate, and default severity for losses including interest, legal fees, property repairs, expenses and realtor fees, that, together with the loan amount are subtracted from collateral sales proceeds to determine severity. In 2009 Salisbury determined that five non-agency CMO securities reflected OTTI and recognized losses for deterioration in credit quality of \$1,128,000. Salisbury judged the four remaining securities not to have additional OTTI and all other CMO securities not to be OTTI as of June 30, 2013. It is possible that future loss assumptions could change necessitating Salisbury to recognize future OTTI for further deterioration in credit quality. Salisbury does not intend to sell these securities and it is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis.

The following table presents activity related to credit losses recognized into earnings on the non-agency CMOs held by Salisbury for which a portion of an OTTI charge was recognized in accumulated other comprehensive income:

| | | |
|---|---------|---------|
| Six months ended June 30 (in thousands) | 2013 | 2012 |
| Balance, beginning of period | \$1,128 | \$1,128 |
| Credit component on debt securities in which OTTI was not previously recognized | — | — |
| Balance, end of period | \$1,128 | \$1,128 |

Federal Home Loan Bank of Boston (“FHLBB”): The Bank is a member of the FHLBB. The FHLBB is a cooperative that provides services, including funding in the form of advances, to its member banking institutions. As a requirement of membership, the Bank must own a minimum amount of FHLBB stock, calculated periodically based primarily on its level of borrowings from the FHLBB. No market exists for shares of the FHLBB and therefore, they are carried at par value. FHLBB stock may be redeemed at par value five years following termination of FHLBB membership, subject to limitations which may be imposed by the FHLBB or its regulator, the Federal Housing Finance Board, to maintain capital adequacy of the FHLBB. While the Bank currently has no intentions to terminate its FHLBB membership, the ability to redeem its investment in FHLBB stock would be subject to the conditions imposed by the FHLBB. In 2008, the FHLBB announced to its members that it was focusing on preserving capital in response to ongoing market volatility including the extension of a moratorium on excess stock repurchases and in 2009 announced the suspension of its quarterly dividends. In 2011, the FHLBB resumed modest quarterly cash dividends to its members and in early 2012 the FHLBB repurchased its excess stock pool. Based on the capital adequacy and the liquidity position of the FHLBB, management believes there is no impairment related to the carrying amount of the Bank’s FHLBB stock as of June 30, 2013. Further deterioration of the FHLBB’s capital levels may require the Bank to deem its restricted investment in FHLBB stock to be OTTI. If evidence of impairment exists in the future, the FHLBB stock would reflect fair value using either observable or unobservable inputs. The Bank will continue to monitor its investment in FHLBB stock.

NOTE 3 - LOANS

The composition of loans receivable and loans held-for-sale is as follows:

| | | |
|--|------------------|----------------------|
| (in thousands) | June 30, 2013 | December 31, 2012 |
| Residential 1-4 family | \$218,654 | \$198,552 |
| Residential 5+ multifamily | 4,881 | 3,889 |
| Construction of residential 1-4 family | 732 | 2,379 |
| Home equity credit | 33,561 | 34,162 |
| Residential real estate | 257,828 | 238,982 |
| Commercial | 92,841 | 87,382 |
| Construction of commercial | 9,129 | 5,823 |

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| | | |
|---|-----------|-----------|
| Commercial real estate | 101,970 | 93,205 |
| Farm land | 4,233 | 4,320 |
| Vacant land | 9,215 | 9,926 |
| Real estate secured | 373,246 | 346,433 |
| Commercial and industrial | 39,035 | 38,094 |
| Municipal | 4,049 | 3,378 |
| Consumer | 3,902 | 4,181 |
| Loans receivable, gross | 420,232 | 392,086 |
| Deferred loan origination fees and costs, net | 1,129 | 1,032 |
| Allowance for loan losses | (4,632) | (4,360) |
| Loans receivable, net | \$416,729 | \$388,758 |
| Loans held-for-sale | | |
| Residential 1-4 family | \$864 | \$1,879 |

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Concentrations of Credit Risk

Salisbury's loans consist primarily of residential and commercial real estate loans located principally in northwestern Connecticut and nearby New York and Massachusetts towns, which constitute Salisbury's service area. Salisbury offers a broad range of loan and credit facilities to borrowers in its service area, including residential mortgage loans, commercial real estate loans, construction loans, working capital loans, equipment loans, and a variety of consumer loans, including home equity lines of credit, and installment and collateral loans. All residential and commercial mortgage loans are collateralized by first or second mortgages on real estate. The ability of single family residential and consumer borrowers to honor their repayment commitments is generally dependent on the level of overall economic activity within the market area and real estate values. The ability of commercial borrowers to honor their repayment commitments is dependent on the general economy as well as the health of the real estate economic sector in Salisbury's market area.

Loan Credit Quality

The composition of loans receivable by risk rating grade is as follows:

| (in thousands) | Pass | Special mention | Substandard | Doubtful | Loss | Total |
|--|-----------|-----------------|-------------|----------|------|-----------|
| June 30, 2013 | | | | | | |
| Residential 1-4 family | \$200,213 | \$11,757 | \$6,587 | \$97 | \$— | \$218,654 |
| Residential 5+ multifamily | 2,691 | 1,215 | 975 | — | — | 4,881 |
| Construction of residential 1-4 family | 732 | — | — | — | — | 732 |
| Home equity credit | 31,209 | 1,152 | 1,200 | — | — | 33,561 |
| Residential real estate | 234,845 | 14,124 | 8,762 | 97 | — | 257,828 |
| Commercial | 66,523 | 17,378 | 8,940 | — | — | 92,841 |
| Construction of commercial | 8,366 | 153 | 610 | — | — | 9,129 |
| Commercial real estate | 74,889 | 17,531 | 9,550 | — | — | 101,970 |
| Farm land | 1,626 | 1,450 | 1,157 | — | — | 4,233 |
| Vacant land | 5,753 | 297 | 3,165 | — | — | 9,215 |
| Real estate secured | 317,113 | 33,402 | 22,634 | 97 | — | 373,246 |
| Commercial and industrial | 29,245 | 8,585 | 1,205 | — | — | 39,035 |
| Municipal | 4,049 | — | — | — | — | 4,049 |
| Consumer | 3,746 | 134 | 22 | — | — | 3,902 |
| Loans receivable, gross | \$354,153 | \$42,121 | \$23,861 | \$97 | \$— | \$420,232 |
| (in thousands) | Pass | Special mention | Substandard | Doubtful | Loss | Total |
| December 31, 2012 | | | | | | |
| Residential 1-4 family | \$180,442 | \$12,473 | \$5,538 | \$99 | \$— | \$198,552 |
| Residential 5+ multifamily | 2,872 | 773 | 244 | — | — | 3,889 |
| Construction of residential 1-4 family | 1,570 | — | 809 | — | — | 2,379 |
| Home equity credit | 30,981 | 1,848 | 1,333 | — | — | 34,162 |
| Residential real estate | 215,865 | 15,094 | 7,924 | 99 | — | 238,982 |
| Commercial | 64,817 | 13,299 | 9,266 | — | — | 87,382 |
| Construction of commercial | 5,055 | 297 | 471 | — | — | 5,823 |
| Commercial real estate | 69,872 | 13,596 | 9,737 | — | — | 93,205 |
| Farm land | 2,799 | 341 | 1,180 | — | — | 4,320 |
| Vacant land | 4,885 | 863 | 4,178 | — | — | 9,926 |
| Real estate secured | 293,421 | 29,894 | 23,019 | 99 | — | 346,433 |
| Commercial and industrial | 28,453 | 8,300 | 1,341 | — | — | 38,094 |
| Municipal | 3,378 | — | — | — | — | 3,378 |
| Consumer | 3,994 | 159 | 28 | — | — | 4,181 |
| Loans receivable, gross | \$329,246 | \$38,353 | \$24,388 | \$99 | \$— | \$392,086 |

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The composition of loans receivable by delinquency status is as follows:

| (in thousands) | Past due | | | | | | | | Non-accrual |
|--|-----------|-----------|------------|------------|-------------|-------------------|------------------|---------------------------|-------------|
| | Current | 1-29 days | 30-59 days | 60-89 days | 90-179 days | 180 days and over | 30 days and over | Accruing 90 days and over | |
| June 30, 2013 | | | | | | | | | |
| Residential 1-4 family | \$210,299 | \$4,959 | \$1,808 | \$1,036 | \$290 | \$262 | \$3,396 | \$— | \$3,587 |
| Residential 5+ multifamily | 4,881 | — | — | — | — | — | — | — | — |
| Construction of residential 1-4 family | 732 | — | — | — | — | — | — | — | — |
| Home equity credit | 32,599 | 571 | 119 | 160 | 112 | — | 390 | — | 137 |
| Residential real estate | 248,511 | 5,530 | 1,927 | 1,196 | 402 | 262 | 3,786 | — | 3,724 |
| Commercial Construction of commercial | 8,969 | — | — | 141 | 19 | — | 160 | — | 19 |
| Commercial real estate | 97,410 | 2,194 | 469 | 795 | 329 | 773 | 2,366 | 310 | 1,902 |
| Farm land | 3,818 | — | 30 | 385 | — | — | 415 | — | — |
| Vacant land | 5,957 | 10 | 101 | 27 | 47 | 3,073 | 3,248 | — | 3,120 |
| Real estate secured | 355,696 | 7,734 | 2,527 | 2,403 | 778 | 4,108 | 9,815 | 310 | 8,746 |
| Commercial and industrial | 38,421 | 474 | 116 | 3 | 22 | — | 141 | — | 148 |
| Municipal | 4,050 | — | — | — | — | — | — | — | — |
| Consumer | 3,680 | 143 | 65 | 13 | — | — | 78 | — | — |
| Loans receivable, gross | \$401,847 | \$8,351 | \$2,708 | \$2,419 | \$799 | \$4,108 | \$10,034 | \$310 | \$8,894 |
| December 31, 2012 | | | | | | | | | |
| Residential 1-4 family | \$190,488 | \$2,545 | \$3,578 | \$639 | \$1,185 | \$117 | \$5,519 | \$— | \$3,024 |
| Residential 5+ multifamily | 3,889 | — | — | — | — | — | — | — | — |
| Construction of residential 1-4 family | 2,379 | — | — | — | — | — | — | — | — |
| Home equity credit | 32,540 | 890 | 113 | 396 | — | 223 | 732 | — | 442 |
| Residential real estate | 229,296 | 3,435 | 3,691 | 1,035 | 1,185 | 340 | 6,251 | — | 3,466 |

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| | | | | | | | | | |
|----------------------------|-----------|---------|---------|---------|---------|---------|----------|-----|---------|
| Commercial | 83,477 | 864 | 1,104 | 566 | 58 | 1,313 | 3,041 | — | 2,214 |
| Construction of commercial | 5,659 | — | 164 | — | — | — | 164 | — | 21 |
| Commercial real estate | 89,136 | 864 | 1,268 | 566 | 58 | 1,313 | 3,205 | — | 2,235 |
| Farm land | 3,898 | 422 | — | — | — | — | — | — | — |
| Vacant land | 5,932 | — | — | 48 | 740 | 3,206 | 3,994 | — | 3,994 |
| Real estate secured | 328,262 | 4,721 | 4,959 | 1,649 | 1,983 | 4,859 | 13,450 | — | 9,695 |
| Commercial and industrial | 37,618 | 351 | 26 | 99 | — | — | 125 | — | 164 |
| Municipal | 3,378 | — | — | — | — | — | — | — | — |
| Consumer | 4,034 | 108 | 25 | 14 | — | — | 39 | — | — |
| Loans receivable, gross | \$373,292 | \$5,180 | \$5,010 | \$1,762 | \$1,983 | \$4,859 | \$13,614 | \$— | \$9,859 |

Troubled Debt Restructurings

Troubled debt restructurings occurring during the periods are as follows:

| (in thousands) | Three months ended June 30, 2013 | | | | Six months ended June 30, 2013 | | | | |
|---|----------------------------------|------------------|-------------------|----------|--------------------------------|-------------------|----------|------------------|-------------------|
| | Quantity | Pre-modification | Post-modification | Quantity | Pre-modification | Post-modification | Quantity | Pre-modification | Post-modification |
| | | balance | balance | | balance | balance | | | |
| Residential real estate | 2 | \$ 836 | \$ 836 | 3 | \$ 1,906 | \$ 1,906 | | | |
| Commercial real estate | — | — | — | — | — | — | | | |
| Commercial and industrial | 1 | 91 | 91 | 1 | 91 | 91 | | | |
| Troubled debt restructurings | 3 | \$ 927 | \$ 927 | 4 | \$ 1,997 | \$ 1,997 | | | |
| Rate reduction | — | \$ — | \$ — | 2 | \$ 1,070 | \$ 1,070 | | | |
| Rate reduction and debt consolidation | 1 | 91 | 91 | 1 | 91 | 91 | | | |
| Rate reduction and interest only pursuant to sale | 1 | 758 | 758 | 1 | 758 | 758 | | | |
| Rate reduction and term extension | 1 | 78 | 78 | 1 | 78 | 78 | | | |
| Troubled debt restructurings | 3 | \$ 927 | \$ 927 | 5 | \$ 1,997 | \$ 1,997 | | | |

Three loans were restructured during the quarter ended June 30, 2013 and were current at June 30, 2013.

Allowance for Loan Losses

Changes in the allowance for loan losses are as follows:

| (in thousands) | Three months ended June 30 | | | | Six months ended June 30 | | | | Ending balance | |
|-------------------------|----------------------------|-----------|------------|------------|--------------------------|-----------|------------|------------|----------------|---------|
| | Beginning balance | Provision | Charge-off | Recoveries | Beginning balance | Provision | Charge-off | Recoveries | | |
| 2013 Periods | | | | | | | | | | |
| Residential | \$1,938 | \$ 9 | \$ (55) | \$ — | \$1,892 | \$1,934 | \$ 32 | \$ (74) | \$ — | \$1,892 |
| Commercial | 1,237 | 236 | (75) | 5 | 1,403 | 1,059 | 413 | (75) | 6 | 1,403 |
| Land | 528 | (231) | (160) | — | 137 | 301 | 34 | (198) | — | 137 |
| Real estate | 3,703 | 14 | (290) | 5 | 3,432 | 3,294 | 479 | (347) | 6 | 3,432 |
| Commercial & industrial | 455 | 86 | — | — | 541 | 499 | 46 | (4) | — | 541 |
| Municipal | 40 | 1 | — | — | 41 | 36 | 5 | — | — | 41 |
| Consumer | 67 | 12 | (11) | 2 | 70 | 92 | (3) | (24) | 5 | 70 |
| Unallocated | 421 | 127 | — | — | 548 | 440 | 109 | — | (1) | 548 |
| Totals | \$4,686 | \$ 240 | \$ (301) | \$ 7 | \$4,632 | \$4,361 | \$ 636 | \$ (375) | \$ 10 | \$4,632 |
| 2012 Periods | | | | | | | | | | |
| Residential | \$1,500 | \$ 95 | \$ (118) | \$ — | \$1,477 | \$1,479 | \$ 134 | \$ (136) | \$ — | \$1,477 |
| Commercial | 1,061 | 214 | — | 1 | 1,276 | 1,139 | 135 | — | 2 | 1,276 |
| Land | 339 | (120) | — | — | 219 | 409 | (148) | (42) | — | 219 |
| Real estate | 2,900 | 189 | (118) | 1 | 2,972 | 3,027 | 121 | (178) | 2 | 2,972 |
| Commercial & industrial | 778 | 38 | — | 5 | 821 | 704 | 138 | (29) | 8 | 821 |
| Municipal | 28 | (1) | — | — | 27 | 24 | 3 | — | — | 27 |
| Consumer | 132 | (41) | (39) | 13 | 65 | 79 | 17 | (49) | 18 | 65 |
| Unallocated | 328 | (5) | — | — | 323 | 242 | 81 | — | — | 323 |
| Totals | \$4,166 | \$ 180 | \$ (157) | \$ 19 | \$4,208 | \$4,076 | \$ 360 | \$ (256) | \$ 28 | \$4,208 |

The composition of loans receivable and the allowance for loan losses is as follows:

| (in thousands) | Collectively evaluated | | Individually evaluated | | Total portfolio | |
|--|------------------------|-----------|------------------------|-----------|-----------------|-----------|
| | Loans | Allowance | Loans | Allowance | Loans | Allowance |
| June 30, 2013 | | | | | | |
| Residential 1-4 family | \$212,106 | \$842 | \$6,548 | \$611 | \$218,654 | \$1,453 |
| Residential 5+ multifamily | 3,916 | 20 | 965 | 50 | 4,881 | 70 |
| Construction of residential 1-4 family | 732 | 3 | — | — | 732 | 3 |
| Home equity credit | 33,192 | 366 | 369 | — | 33,561 | 366 |
| Residential real estate | 249,946 | 1,231 | 7,882 | 661 | 257,828 | 1,892 |
| Commercial | 87,462 | 989 | 5,379 | 296 | 92,841 | 1,285 |
| Construction of commercial | 9,110 | 98 | 19 | 20 | 9,129 | 118 |
| Commercial real estate | 96,572 | 1,087 | 5,398 | 316 | 101,970 | 1,403 |
| Farm land | 4,233 | 67 | — | — | 4,233 | 67 |
| Vacant land | 6,095 | 66 | 3,120 | 4 | 9,215 | 70 |
| Real estate secured | 356,846 | 2,451 | 16,400 | 981 | 373,246 | 3,432 |
| Commercial and industrial | 37,995 | 456 | 1,040 | 85 | 39,035 | 541 |
| Municipal | 4,049 | 40 | — | — | 4,049 | 40 |
| Consumer | 3,835 | 37 | 67 | 33 | 3,902 | 70 |
| Unallocated allowance | — | — | — | — | — | 549 |

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| | | | | | | |
|--|------------------------|-----------|------------------------|-----------|-----------------|-----------|
| Totals | \$402,725 | \$2,984 | \$17,507 | \$1,099 | \$420,232 | \$4,632 |
| | Collectively evaluated | | Individually evaluated | | Total portfolio | |
| (in thousands) | Loans | Allowance | Loans | Allowance | Loans | Allowance |
| December 31, 2012 | | | | | | |
| Residential 1-4 family | \$191,886 | \$743 | \$6,666 | \$652 | \$198,552 | \$1,395 |
| Residential 5+ multifamily | 2,913 | 22 | 976 | 50 | 3,889 | 72 |
| Construction of residential 1-4 family | 2,379 | 10 | — | — | 2,379 | 10 |
| Home equity credit | 33,697 | 365 | 465 | 92 | 34,162 | 457 |
| Residential real estate | 230,875 | 1,140 | 8,107 | 794 | 238,982 | 1,934 |

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| | | | | | | |
|----------------------------|-----------|---------|----------|---------|-----------|---------|
| Commercial | 81,635 | 931 | 5,747 | 64 | 87,382 | 995 |
| Construction of commercial | 5,802 | 64 | 21 | — | 5,823 | 64 |
| Commercial real estate | 87,437 | 995 | 5,768 | 64 | 93,205 | 1,059 |
| Farm land | 4,320 | 66 | — | — | 4,320 | 66 |
| Vacant land | 5,795 | 70 | 4,131 | 164 | 9,926 | 234 |
| Real estate secured | 328,427 | 2,271 | 18,006 | 1,022 | 346,433 | 3,293 |
| Commercial and industrial | 37,073 | 467 | 1,021 | 32 | 38,094 | 499 |
| Municipal | 3,378 | 36 | — | — | 3,378 | 36 |
| Consumer | 4,061 | 39 | 120 | 53 | 4,181 | 92 |
| Unallocated allowance | — | — | — | 440 | — | 440 |
| Totals | \$372,939 | \$2,813 | \$19,147 | \$1,547 | \$392,086 | \$4,360 |

The credit quality segments of loans receivable and the allowance for loan losses are as follows:

| (in thousands) | Collectively evaluated | | Individually evaluated | | Total portfolio | |
|-------------------------|------------------------|-----------|------------------------|-----------|-----------------|-----------|
| | Loans | Allowance | Loans | Allowance | Loans | Allowance |
| June 30, 2013 | | | | | | |
| Performing loans | \$393,819 | \$2,719 | \$227 | \$33 | \$394,046 | \$2,752 |
| Potential problem loans | 8,907 | 265 | 1,428 | 101 | 10,335 | 366 |
| Impaired loans | — | — | 15,851 | 965 | 15,851 | 965 |
| Unallocated allowance | — | — | — | 549 | — | 549 |
| Totals | \$402,726 | \$2,984 | \$17,506 | \$1,648 | \$420,232 | \$4,632 |
| December 31, 2012 | | | | | | |
| Performing loans | \$364,594 | \$2,567 | \$121 | \$52 | \$364,715 | \$2,619 |
| Potential problem loans | 8,345 | 246 | 2,464 | 131 | 10,809 | 377 |
| Impaired loans | — | — | 16,562 | 924 | 16,562 | 924 |
| Unallocated allowance | — | — | — | 440 | — | 440 |
| Totals | \$372,939 | \$2,813 | \$19,147 | \$1,547 | \$392,086 | \$4,360 |

Certain data with respect to impaired loans individually evaluated is as follows:

| (in thousands) | Impaired loans with specific allowance | | | | Impaired loans with no specific allowance | | | | |
|---------------------------|--|---------|---------|--------------------|---|--------------|---------|----------|-------------------|
| | Loan balance | | | Specific allowance | Income recognized | Loan balance | | | Income recognized |
| Book | Note | Average | Book | | | Note | Average | | |
| June 30, 2013 | | | | | | | | | |
| Residential 1-4 family | \$4,282 | \$4,448 | \$4,008 | \$585 | \$43 | \$2,709 | \$2,143 | \$2,909 | \$15 |
| Home equity credit | — | — | 127 | — | — | 185 | 138 | 189 | 1 |
| Residential real estate | 4,282 | 4,448 | 4,135 | 585 | 43 | 2,894 | 2,281 | 3,098 | 16 |
| Commercial | 2,481 | 2,498 | 1,641 | 316 | 64 | 2,155 | 3,086 | 2,592 | 20 |
| Vacant land | 206 | 221 | 2,820 | 4 | — | 2,914 | 640 | 3,962 | — |
| Real estate secured | 6,969 | 7,167 | 8,596 | 905 | 107 | 7,963 | 6,007 | 9,652 | 36 |
| Commercial and industrial | 303 | 334 | 327 | 60 | 6 | 616 | 599 | 1,018 | 18 |
| Consumer | — | — | — | — | — | — | — | — | — |
| Totals | \$7,272 | \$7,501 | \$8,923 | \$965 | \$113 | \$8,579 | \$6,606 | \$10,670 | \$54 |

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| (in thousands) | Impaired loans with specific allowance | | | | Income recognized | Impaired loans with no specific allowance | | | |
|------------------------------|--|---------|---------|-----------------------|----------------------|---|---------|---------|----------------------|
| | Loan balance | | | | | Loan balance | | | |
| | Book | Note | Average | Specific allowance | | Book | Note | Average | Income recognized |
| December 31, 2012 | | | | | | | | | |
| Residential 1-4 family | \$3,857 | \$3,925 | \$2,404 | \$578 | \$77 | \$2,263 | \$2,460 | \$1,601 | \$34 |
| Home equity credit | 351 | 351 | 146 | 92 | — | 91 | 93 | 203 | — |
| Residential real estate | 4,208 | 4,276 | 2,550 | 670 | 77 | 2,354 | 2,553 | 1,804 | 34 |
| Commercial | 1,629 | 1,784 | 1,925 | 64 | 60 | 3,381 | 3,576 | 3,122 | 82 |
| Vacant land | 3,186 | 3,387 | 1,455 | 158 | — | 808 | 1,467 | 2,358 | 4 |
| Real estate secured | 9,023 | 9,447 | 5,930 | 892 | 137 | 6,543 | 7,596 | 7,284 | 120 |
| Commercial and industrial | 335 | 368 | 833 | 32 | 13 | 661 | 1,063 | 854 | 31 |
| Consumer | — | — | — | — | — | — | — | — | — |
| Totals | \$9,358 | \$9,815 | \$6,763 | \$924 | \$150 | \$7,204 | \$8,659 | \$8,138 | \$151 |

NOTE 4 - MORTGAGE SERVICING RIGHTS

Loans serviced for others are not included in the Consolidated Balance Sheets. The balance of loans serviced for others and the fair value of mortgage servicing rights are as follows:

| | | |
|--|-----------|-----------|
| June 30, (in thousands) | J013 | J012 |
| Residential mortgage loans serviced for others | \$I49,388 | \$I32,770 |
| Fair value of mortgage servicing rights | 1,661 | 887 |

Changes in mortgage servicing rights are as follows:

| Periods ended June 30, (in thousands) | Three months | | Six months | |
|---|--------------|--------|------------|-------|
| | 2013 | 2012 | 2013 | 2012 |
| Loan Servicing Rights | | | | |
| Balance, beginning of period | \$I,124 | \$ 875 | \$I,076 | \$O72 |
| Originated | 78 | 128 | 230 | 308 |
| Amortization (1) | (93) | (86) | (197) | (164) |
| Balance, end of period | 1,109 | 917 | 1,109 | 916 |
| Valuation Allowance | | | | |
| Balance, beginning of period | (5) | (114) | (38) | (22) |
| Decrease (increase) in impairment reserve (1) | 1 | (10) | 34 | (101) |
| Balance, end of period | (4) | (124) | (4) | (123) |
| Loan servicing rights, net | \$I,105 | \$O93 | \$I,105 | \$O93 |

(1) Amortization expense and changes in the impairment reserve are recorded in loan servicing fee income.

NOTE 5 - PLEDGED ASSETS

The following securities and loans were pledged to secure public and trust deposits, securities sold under agreements to repurchase, FHLBB advances and credit facilities available.

| (in thousands) | June 30, 2013 | December 31, 2012 |
|---|---------------|-------------------|
| Securities available-for-sale (at fair value) | \$ 52,131 | \$ 54,497 |
| Loans receivable | 120,388 | 106,457 |
| Total pledged assets | \$I72,519 | \$I60,954 |

At June 30, 2013, securities were pledged as follows: \$42.1 million to secure public deposits, \$9.9 million to secure repurchase agreements and \$0.1 million to secure FHLBB advances. Loans receivable were pledged to secure FHLBB advances and credit facilities.

NOTE 6 – EARNINGS PER SHARE

The Company defines unvested share-based payment awards that contain nonforfeitable rights to dividends as participating securities that are included in computing Earnings Per Share (“EPS”) using the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each share of common stock and participating securities according to dividends declared and participation rights in undistributed earnings. Under this method, all earnings (distributed and undistributed) are allocated to common shares and participating securities based on their respective rights to receive dividends. Earnings per common share are calculated by dividing earnings allocated to common stockholders by the weighted-average number of common shares outstanding during the period. Basic EPS excludes dilution and is computed by dividing income allocated to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

The following table sets forth the computation of earnings per share (basic and diluted) for the periods indicated:

| Periods ended June 30, (in thousands) | Three months | | Six months | |
|---|--------------|---------|------------|---------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income | \$1,144 | \$1,117 | \$2,084 | \$2,366 |
| Less: Preferred stock dividends declared | (40) | (48) | (81) | (132) |
| Less: Undistributed earnings allocated to participating securities | (12) | — | (18) | — |
| Net income allocated to common stock | \$1,092 | \$1,069 | \$1,985 | \$2,234 |
| Common shares issued | 1,710 | 1,690 | 1,705 | 1,690 |
| Less: Unvested restricted stock awards | (19) | — | (15) | — |
| Common shares outstanding used to calculate basic earnings per common share | 1,691 | 1,690 | 1,690 | 1,690 |
| Add: Diluted effect of unvested restricted stock awards | — | — | — | — |
| Common shares outstanding used to calculate diluted earnings per common share | 1,691 | — | 1,690 | — |
| Earnings per common share (basic and diluted) | \$0.65 | \$0.63 | \$1.17 | \$1.32 |

NOTE 7 – SHAREHOLDERS' EQUITY

Capital Requirements

Salisbury and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional and discretionary actions by the regulators that, if undertaken, could have a direct material effect on Salisbury and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Salisbury and the Bank must meet specific guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. Salisbury and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require Salisbury and the Bank to maintain minimum amounts and ratios (set forth in the table below) of Tier 1 capital (as defined) to average assets (as defined) and total and Tier 1 capital (as defined) to risk-weighted assets (as defined). Management believes, as of June 30, 2013, that Salisbury and the Bank meet all of their capital adequacy requirements.

The Bank was classified, as of its most recent notification, as "well capitalized". The Bank's actual regulatory capital position and minimum capital requirements as defined "To Be Well Capitalized Under Prompt Corrective Action Provisions" and "For Capital Adequacy Purposes" are as follows:

| (dollars in thousands) | Actual | | For Capital Adequacy Purposes | | To be Well Capitalized Under Prompt Corrective Action Provisions | |
|--|----------|--------|-------------------------------|-------|--|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| June 30, 2013 | | | | | | |
| Total Capital (to risk-weighted assets) | | | | | | |
| Salisbury | \$N5,062 | 16.48% | \$K1,576 | 8.0% | n/a | - |
| Bank | 54,697 | 13.72 | 31,888 | 8.0 | \$39,860 | 10.0% |
| Tier 1 Capital (to risk-weighted assets) | | | | | | |
| Salisbury | 60,187 | 15.25 | 15,788 | 4.0 | n/a | - |
| Bank | 49,823 | 12.50 | 15,944 | 4.0 | 23,916 | 6.0 |

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|--|----------|--------|----------|------|----------|-------|
| Tier 1 Capital (to average assets) | | | | | | |
| Salisbury | 60,187 | 10.23 | 23,532 | 4.0 | n/a | - |
| Bank | 49,823 | 8.48 | 23,493 | 4.0 | 29,366 | 5.0 |
| December 31, 2012 | | | | | | |
| Total Capital (to risk-weighted assets) | | | | | | |
| Salisbury | \$N3,391 | 16.63% | \$K0,494 | 8.0% | n/a | - |
| Bank | 53,132 | 13.77 | 30,866 | 8.0 | \$38,582 | 10.0% |
| Tier 1 Capital (to risk-weighted assets) | | | | | | |
| Salisbury | 58,933 | 15.46 | 15,247 | 4.0 | n/a | - |
| Bank | 48,674 | 12.62 | 15,432 | 4.0 | 23,149 | 6.0 |
| Tier 1 Capital (to average assets) | | | | | | |
| Salisbury | 58,933 | 9.87 | 23,876 | 4.0 | n/a | - |
| Bank | 48,674 | 8.15 | 23,876 | 4.0 | 29,845 | 5.0 |

In December 2010, the Basel Committee, a group of bank regulatory supervisors from around the world, released its final framework for strengthening international capital and liquidity regulation, now officially identified by the Basel Committee as “Basel III.” Basel III, when fully implemented by the U.S. bank regulatory agencies and fully phased-in, will require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity.

Given that the Basel III rules are subject to implementation and change and the scope and content of capital regulations that U.S. federal banking agencies may adopt under the Dodd-Frank Act is uncertain, we cannot be certain of the impact new capital regulations will have on our capital ratios.

DIVIDENDS

Cash Dividends to Common Shareholders

Salisbury's ability to pay cash dividends is substantially dependent on the Bank's ability to pay cash dividends to Salisbury. There are certain restrictions on the payment of cash dividends and other payments by the Bank to Salisbury. Under Connecticut law, the Bank cannot declare a cash dividend except from net profits, defined as the remainder of all earnings from current operations. The total of all cash dividends declared by the Bank in any calendar year shall not, unless specifically approved by the Banking Commissioner, exceed the total of its net profits of that year combined with its retained net profits of the preceding two years.

Federal Reserve Board (“FRB”) Supervisory Letter SR 09-4, February 24, 2009, revised March 27, 2009, notes that, as a general matter, the Board of Directors of a Bank Holding Company (“BHC”) should inform the FRB and should eliminate, defer, or significantly reduce dividends if (1) net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (2) the prospective rate of earnings retention is not consistent with capital needs and overall current and prospective financial condition; or (3) the BHC will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Moreover, a BHC should inform the FRB reasonably in advance of declaring or paying a dividend that exceeds earnings for the period (e.g., quarter) for which the dividend is being paid or that could result in a material adverse change to the BHC capital structure.

Preferred Stock

In August 2011, Salisbury issued to the U.S. Secretary of the Treasury (the “Treasury”) \$16,000,000 of its Series B Preferred Stock under the Small Business Lending Fund (the “SBLF”) program. The SBLF program is a \$30 billion fund established under the Small Business Jobs Act of 2010 to encourage lending to small businesses by providing Tier 1 capital to qualified community banks with assets of less than \$10 billion. The Preferred Stock qualifies as Tier 1 capital for regulatory purposes and ranks senior to the Common Stock.

The Series B Preferred Stock pays noncumulative dividends. The dividend rate on the Series B Preferred Stock for the initial quarterly dividend period ending September 30, 2011 and each of the next nine quarterly dividend periods the Series B Preferred Stock is outstanding is determined each quarter based on the increase in the Bank's Qualified Small Business Lending. The dividend rate for the quarterly dividend periods ended June 30, 2013 and March 31, 2013, was 1.0000%. For the tenth quarterly dividend period through four and one-half years after its issuance, the dividend rate on the Series B Preferred Stock will be fixed at the rate in effect at the end of the ninth quarterly dividend period and after four and one-half years from its issuance the dividend rate will be fixed at 9 percent per annum. On June 28, 2013, Salisbury declared a Series B Preferred Stock dividend of \$40,000, payable on July 1, 2013. The Series B Preferred Stock is non-voting, other than voting rights on matters that could adversely affect the Series B Preferred Stock. The Series B Preferred Stock is redeemable at any time at one hundred percent of the issue price plus any

accrued and unpaid dividends.

Grants of Restricted Stock and Options

On February 8, 2013, Salisbury granted a total of 19,600 shares of restricted stock pursuant to its 2011 Long Term Incentive Plan, which was approved by shareholders at the 2011 Annual Meeting, to 22 employees, including 5,000 shares to one Named Executive Officer, Richard J. Cantele, Jr., President and Chief Executive Officer.

NOTE 8 – PENSION AND OTHER BENEFITS

The components of net periodic cost for Salisbury's insured noncontributory defined benefit retirement plan were as follows:

| Periods ended June 30, (in thousands) | Three months | | Six months | |
|---------------------------------------|--------------|-------|------------|-------|
| | 2013 | 2012 | 2013 | 2012 |
| Service cost | \$— | \$87 | \$— | \$202 |
| Interest cost on benefit obligation | 66 | 86 | 132 | 179 |
| Expected return on plan assets | (67) | (112) | (135) | (227) |
| Amortization of net loss | 1 | 25 | 3 | 61 |
| Settlements and curtailments | — | 341 | — | 341 |
| Net periodic benefit cost | \$— | \$427 | \$— | \$556 |

Salisbury's 401(k) Plan expense was \$173,000 and \$70,000, respectively, for the three month periods ended June 30, 2013 and 2012. Other post-retirement benefit obligation expense for endorsement split-dollar life insurance arrangements was \$12,000 and \$11,000 for the three month periods ended June 30, 2013 and 2012 respectively.

NOTE 9 – ACCUMULATED OTHER COMPREHENSIVE INCOME

The components of accumulated other comprehensive income are as follows:

June 30, (in thousands) 2013 2012

| | | |
|---|---------|---------|
| Unrealized gains on securities available-for-sale, net of tax | \$1,255 | \$J,342 |
| Unrecognized pension plan expense, net of tax | (469) | (2,097) |
| Accumulated other comprehensive income, net | \$ 786 | \$ 245 |

NOTE 10 – FAIR VALUE OF ASSETS AND LIABILITIES

Salisbury uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available-for-sale are recorded at fair value on a recurring basis. Additionally, from time to time, other assets are recorded at fair value on a nonrecurring basis, such as loans held for sale, collateral dependent impaired loans, property acquired through foreclosure or repossession and mortgage servicing rights. These nonrecurring fair value adjustments typically involve the application of lower-of-cost-or-market accounting or write-downs of individual assets.

ASC 820-10, “Fair Value Measurements and Disclosures,” provides a framework for measuring fair value under GAAP. This guidance provided Salisbury the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. However, Salisbury did not elect fair value treatment for any financial assets or liabilities upon adoption of such ASC.

In accordance with ASC 820-10, Salisbury groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

GAAP specifies a hierarchy of valuation techniques based on whether the types of valuation information (“inputs”) are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect Salisbury’s market assumptions. These two types of inputs have created the following fair value hierarchy

Level 1. Quoted prices in active markets for identical assets. Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury, other U.S. Government and agency mortgage-backed securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2. Significant other observable inputs. Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from first party pricing services for identical or comparable assets or liabilities.

Level 3. Significant unobservable inputs. Valuations for assets and liabilities that are derived from other methodologies, including option pricing models, discounted cash flow models and similar techniques, are not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets and liabilities.

A financial instrument’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The following is a description of valuation methodologies for assets recorded at fair value, including the general classification of such assets and liabilities pursuant to the valuation hierarchy.

Securities available-for-sale. Securities available-for-sale are recorded at fair value on a recurring basis. Level 1 securities include exchange-traded equity securities. Level 2 securities include debt securities with quoted prices, which are traded less frequently than exchange-traded instruments, whose value is determined using matrix pricing with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes obligations of the Treasury and U.S. government-sponsored enterprises,

mortgage-backed securities, collateralized mortgage obligations, municipal bonds, SBA bonds, corporate bonds and certain preferred equities. Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions. Valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used. Subsequent to inception, management only changes Level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending first-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalization and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows.

Collateral dependent loans that are deemed to be impaired are valued based upon the fair value of the underlying collateral less costs to sell. Such collateral primarily consists of real estate and, to a lesser extent, other business assets. Management may adjust appraised values to reflect estimated market value declines or apply other discounts to appraised values resulting from its knowledge of the property. Internal valuations are utilized to determine the fair value of other business assets. Collateral dependent impaired loans are categorized as Level 3.

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Other real estate owned acquired through foreclosure or repossession is adjusted to fair value less costs to sell upon transfer out of loans. Subsequently, it is carried at the lower of carrying value or fair value less costs to sell. Fair value is generally based upon independent market prices or appraised values of the collateral. Management adjusts appraised values to reflect estimated market value declines or apply other discounts to appraised values for unobservable factors resulting from its knowledge of the property, and such property is categorized as Level 3.

Assets measured at fair value are as follows:

| (in thousands) | Fair Value Measurements Using | | | Assets at |
|--|-------------------------------|-----------|---------|------------|
| | Level 1 | Level 2 | Level 3 | fair value |
| June 30, 2013 | | | | |
| Assets measured at fair value on a recurring basis | | | | |
| U.S. Treasury notes | \$— | \$2,683 | \$— | \$2,683 |
| U.S. Government agency notes | — | 2,665 | — | 2,665 |
| Municipal bonds | — | 43,965 | — | 43,965 |
| Mortgage-backed securities: | | | | |
| U.S. Government agencies | — | 40,102 | — | 40,102 |
| Collateralized mortgage obligations: | | | | |
| U.S. Government agencies | — | 4,274 | — | 4,274 |
| Non-agency | — | 9,913 | — | 9,913 |
| SBA bonds | — | 2,520 | — | 2,520 |
| Preferred stocks | 488 | — | — | 488 |
| Securities available-for-sale | \$488 | \$106,122 | \$— | \$106,610 |
| Assets measured at fair value on a non-recurring basis | | | | |
| Collateral dependent impaired loans | \$— | \$— | \$6,306 | \$6,306 |
| Other real estate owned | — | — | 435 | 435 |
| December 31, 2012 | | | | |
| Assets measured at fair value on a recurring basis | | | | |
| U.S. Treasury notes | \$— | \$2,733 | \$— | \$2,733 |
| U.S. Government agency notes | — | 7,726 | — | 7,726 |
| Municipal bonds | — | 47,365 | — | 47,365 |
| Mortgage-backed securities: | | | | |
| U.S. Government agencies | — | 48,729 | — | 48,729 |
| Collateralized mortgage obligations: | | | | |
| U.S. Government agencies | — | 5,197 | — | 5,197 |
| Non-agency | — | 11,507 | — | 11,507 |
| SBA bonds | — | 2,863 | — | 2,863 |
| Preferred stocks | 167 | — | — | 167 |
| Securities available-for-sale | \$167 | \$126,120 | \$— | \$126,287 |
| Assets measured at fair value on a non-recurring basis | | | | |
| Collateral dependent impaired loans | — | — | 8,434 | 8,434 |
| Other real estate owned | — | — | 244 | 244 |

Carrying values and estimated fair values of financial instruments are as follows:

| (in thousands) | Carrying value | Estimated fair value | Fair value measurements using | | |
|--------------------------------|----------------|----------------------|-------------------------------|---------|----------|
| | | | Level 1 | Level 2 | Level 3 |
| June 30, 2013 | | | | | |
| Financial Assets | | | | | |
| Cash and due from banks | \$32,960 | \$32,960 | \$32,960 | \$— | \$— |
| Interest-bearing time deposits | 4,233 | 4,233 | — | — | 4,233 |
| Securities available-for-sale | 106,610 | 106,610 | 488 | 106,122 | — |
| Federal Home Loan Bank stock | 5,340 | 5,340 | — | 5,340 | — |
| Loans held-for-sale | 864 | 870 | — | — | 870 |
| Loans receivable net | 416,729 | 409,411 | — | — | 409,411 |
| Accrued interest receivable | 2,002 | 2,002 | — | — | 2,002 |
| Financial Liabilities | | | | | |
| Demand (non-interest-bearing) | \$90,203 | \$90,203 | \$— | \$— | \$90,203 |
| Demand (interest-bearing) | 73,606 | 73,606 | — | — | 73,606 |
| Money market | 134,052 | 134,052 | — | — | 134,052 |
| Savings and other | 104,331 | 104,331 | — | — | 104,331 |
| Certificates of deposit | 89,848 | 90,679 | — | — | 90,679 |
| Deposits | 492,040 | 492,871 | — | — | 492,871 |
| FHLBB advances | 31,187 | 34,135 | — | — | 34,135 |
| Repurchase agreements | 2,980 | 2,980 | — | — | 2,980 |
| Accrued interest payable | 159 | 159 | — | — | 159 |
| December 31, 2012 | | | | | |
| Financial Assets | | | | | |
| Cash and due from banks | \$43,574 | \$43,574 | \$43,574 | \$— | \$— |
| Securities available-for-sale | 126,287 | 126,287 | 167 | 126,120 | — |
| Federal Home Loan Bank stock | 5,747 | 5,747 | — | 5,747 | — |
| Loans held-for-sale | 1,879 | 1,893 | — | — | 1,893 |
| Loans receivable net | 388,758 | 389,292 | — | — | 389,292 |
| Accrued interest receivable | 1,818 | 1,818 | — | — | 1,818 |
| Financial Liabilities | | | | | |
| Demand (non-interest-bearing) | \$98,850 | \$98,850 | \$— | \$— | \$98,850 |
| Demand (interest-bearing) | 65,991 | 65,991 | — | — | 65,991 |
| Money market | 128,501 | 128,501 | — | — | 128,501 |
| Savings and other | 103,985 | 103,985 | — | — | 103,985 |
| Certificates of deposit | 93,888 | 94,894 | — | — | 94,894 |
| Deposits | 491,215 | 492,221 | — | — | 492,221 |
| FHLBB advances | 31,980 | 35,363 | — | — | 35,363 |
| Repurchase agreements | 1,784 | 1,784 | — | — | 1,784 |
| Accrued interest payable | 196 | 196 | — | — | 196 |

The carrying amounts of financial instruments shown in the above table are included in the consolidated balance sheets under the indicated captions.

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

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

BUSINESS

Salisbury Bancorp, Inc. ("Salisbury"), a Connecticut corporation, formed in 1998, is a bank holding company for Salisbury Bank and Trust Company ("Bank"), a Connecticut-chartered and Federal Deposit Insurance Corporation (the "FDIC") insured commercial bank headquartered in Lakeville, Connecticut. Salisbury's principal business consists of the business of the Bank. The Bank, formed in 1848, is engaged in customary banking activities, including general deposit taking and lending activities to both retail and commercial markets, and trust and wealth advisory services. The Bank conducts its banking business from eight full-service offices in the towns of Canaan, Lakeville, Salisbury and Sharon, Connecticut, South Egremont and Sheffield, Massachusetts, Millerton and Dover Plains, New York, and operates its trust and wealth advisory services from offices in Lakeville, Connecticut.

Critical Accounting Policies and Estimates

Salisbury's consolidated financial statements follow GAAP as applied to the banking industry in which it operates. Application of these principles requires management to make estimates, assumptions and judgments that affect the amounts reported in the financial statements. These estimates, assumptions and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event.

Salisbury's significant accounting policies are presented in Note 1 of Notes to Consolidated Financial Statements in Salisbury's 2012 Annual Report on Form 10-K for the year ended December 31, 2012 and, along with this Management's Discussion and Analysis, provide information on how significant assets are valued in the financial statements and how those values are determined. Management believes that the following accounting estimates are the most critical to aid in fully understanding and evaluating Salisbury's reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain.

The allowance for loan losses represents management's estimate of credit losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on the balance sheet. Note 1 of Notes to Consolidated Financial Statements in Salisbury's 2012 Annual Report on Form 10-K for the period ended December 31, 2012 describes the methodology used to determine the allowance for loan losses. In addition, a discussion of the factors driving changes in the amount of the allowance for loan losses are included in the "Provision and Allowance for Loan Losses" section of Management's Discussion and Analysis of this Quarterly Report.

Management evaluates goodwill and identifiable intangible assets for impairment annually using valuation techniques that involve estimates for discount rates, projected future cash flows and time period calculations, all of which are susceptible to change based on changes in economic conditions and other factors. Future events or changes in the estimates, which are used to determine the carrying value of goodwill and identifiable intangible assets or which otherwise adversely affect their value or estimated lives, could have a material adverse impact on the results of operations.

Management evaluates securities for other-than-temporary impairment giving consideration to the extent to which the fair value has been less than cost, estimates of future cash flows, delinquencies and default severity, and the intent and ability of Salisbury to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. The consideration of the above factors is subjective and involves estimates and assumptions about matters that are inherently uncertain. Should actual factors and conditions differ materially from those used by management, the actual realization of gains or losses on investment securities could differ materially from the amounts recorded in the financial statements.

The determination of the obligation and expense for pension and other postretirement benefits is dependent on certain assumptions used in calculating such amounts. Key assumptions used in the actuarial valuations include the discount rate, expected long-term rate of return on plan assets and rates of increase in compensation and health care costs.

Actual results could differ from the assumptions and market driven rates may fluctuate. Significant differences in actual experience or significant changes in the assumptions may materially affect the future pension and other postretirement obligations and expense.

RESULTS OF OPERATIONS**For the three month periods ended June 30, 2013 and 2012**Overview

Net income available to common shareholders was \$1,092,000, or \$0.65 per common share, for the quarter ended June 30, 2013 (second quarter 2013), versus \$890,000, or \$0.53 per common share, for the quarter ended March 31, 2013 (first quarter 2013), and \$1,069,000, or \$0.63 per common share, for the quarter ended June 30, 2012 (second quarter 2012).

Earnings per common share of \$0.65 increased \$0.12, or 22.6%, as compared to \$0.53 for the first quarter 2013, and increased \$0.02, or 3.2%, as compared to second quarter 2012.

Tax equivalent net interest income increased \$39,000, or 0.8%, versus first quarter 2013, and decreased \$40,000, or 0.8%, versus second quarter 2012.

Provision for loan losses for the second quarter was \$240,000 versus \$396,000 for the first quarter 2013 and \$180,000 for second quarter 2012. Net loan charge-offs were \$294,000, versus \$70,000 for first quarter 2013 and \$138,000 for second quarter 2012.

Non-interest income increased \$25,000, or 1.6%, versus first quarter 2013 and decreased \$240,000, or 12.7%, versus second quarter 2012, which included \$267,000 in gains on sale of securities.

Non-interest expense decreased \$95,000, or 2.0%, versus first quarter 2013 and \$415,000, or 8.3%, versus second quarter 2012. Second quarter 2012 included non-recurring expenses totaling \$591,000 which consisted of \$341,000 in pension plan curtailment expense and \$250,000 in litigation expense.

Preferred stock dividends remained unchanged from the first quarter at \$40,000 for second quarter 2013 and declined by \$8,000 as compared with the second quarter 2012 dividend of \$48,000.

Non-performing assets increased \$0.3 million, or 4.0%, to \$9.6 million, or 1.6% of total assets, at June 30, 2013 versus March 31, 2013 and increased \$1.2 million versus June 30, 2012. Accruing loans receivable 30-to-89 days past due decreased \$0.5 million to \$4.3 million, or 1.02% of gross loans receivable at June 30, 2013, versus March 31, 2013 and increased \$1.8 million versus June 30, 2012.

Net Interest Income

Tax equivalent net interest income for second quarter 2013 increased \$39,000, or 0.8%, versus first quarter 2013, and decreased \$40,000, or 0.8%, versus second quarter 2012. Average total interest bearing deposits increased \$4.9 million as compared with first quarter 2013 and increased \$10.8 million, or 2.8%, as compared with second quarter 2012. Average earning assets increased \$4.7 million as compared with first quarter 2013 and increased \$1.5 million, or 0.2%, as compared with second quarter 2012. The net interest margin on a tax equivalent basis remained unchanged from first quarter 2013 at 3.54% and increased 1 basis point versus second quarter 2012 from 3.53%.

The following table sets forth the components of Salisbury's fully tax-equivalent ("FTE") net interest income and yields on average interest-earning assets and interest-bearing funds.

| Three months ended June 30, (dollars in thousands) | Average Balance | | Income / Expense | | Average Yield / Rate | |
|---|-----------------|-----------|------------------|----------|----------------------|-------|
| | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 |
| Loans (a) | \$413,979 | \$382,602 | \$ 4,535 | \$ 4,583 | 4.38% | 4.79% |
| Securities (c)(d) | 108,977 | 139,621 | 1,184 | 1,398 | 4.35 | 4.00 |
| FHLBB stock | 5,340 | 5,747 | 5 | 8 | 0.42 | 0.54 |
| Short term funds (b) | 30,960 | 29,830 | 19 | 15 | 0.24 | 0.20 |
| Total earning assets | 559,256 | 557,800 | 5,743 | 6,004 | 4.11 | 4.31 |

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| | | | | | | |
|--|-----------|-----------|---------|---------|------|------|
| Other assets | 39,556 | 39,130 | | | | |
| Total assets | \$598,812 | \$596,930 | | | | |
| Interest-bearing demand deposits | \$ 70,627 | \$ 4,702 | 70 | 93 | 0.40 | 0.58 |
| Money market accounts | 131,274 | 125,142 | 90 | 105 | 0.27 | 0.34 |
| Savings and other | 106,512 | 98,170 | 54 | 71 | 0.20 | 0.29 |
| Certificates of deposit | 90,520 | 100,091 | 274 | 354 | 1.21 | 1.42 |
| Total interest-bearing deposits | 398,933 | 388,105 | 488 | 623 | 0.49 | 0.65 |
| Repurchase agreements | 2,486 | 5,911 | 1 | 6 | 0.19 | 0.38 |
| FHLBB advances | 31,319 | 42,938 | 312 | 452 | 3.94 | 4.16 |
| Total interest-bearing liabilities | 432,738 | 436,954 | 801 | 1,081 | 0.74 | 0.99 |
| Demand deposits | 90,114 | 86,676 | | | | |
| Other liabilities | 3,227 | 4,237 | | | | |
| Shareholders' equity | 72,733 | 69,063 | | | | |
| Total liabilities & shareholders' equity | \$598,812 | \$596,930 | | | | |
| Net interest income | | | \$L,942 | \$L,923 | | |
| Spread on interest-bearing funds | | | | | 3.37 | 3.32 |
| Net interest margin (e) | | | | | 3.54 | 3.53 |

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- (a) *Includes non-accrual loans.*
- (b) *Includes interest-bearing deposits in other banks and federal funds sold.*
- (c) *Average balances of securities are based on historical cost.*
- (d) *Includes tax exempt income benefit of \$309,000 and \$236,000, respectively for 2013 and 2012 on tax-exempt securities whose income and yields are calculated on a tax-equivalent basis.*
- (e) *Net interest income divided by average interest-earning assets.*

The following table sets forth the changes in FTE interest due to volume and rate.

| Three months ended June 30, (in thousands) | 2013 versus 2012 | | |
|--|------------------|----------|---------|
| | Volume | Rate | Net |
| Change in interest due to | | | |
| Interest-earning assets | | | |
| Loans | \$ K60 | \$ (408) | \$ (48) |
| Securities | (320) | 106 | (214) |
| FHLBB stock | - | (3) | (3) |
| Short term funds | 1 | 3 | 4 |
| Total | 41 | (302) | (261) |
| Interest-bearing liabilities | | | |
| Deposits | (14) | (121) | (135) |
| Repurchase agreements | (2) | (3) | (5) |
| FHLBB advances | (119) | (21) | (140) |
| Total | (135) | (145) | (280) |
| Net change in net interest income | \$ 176 | \$ (157) | \$ 19 |

Interest Income

Tax equivalent interest income decreased \$261,000, or 4.3%, to \$5.7 million for second quarter 2013 as compared with second quarter 2012.

Loan income decreased \$48,000, or 1.0%, primarily due to a 41 basis points decline in the average loan yield offset in part by a \$31.4 million, or 8.2%, increase in average loans.

Tax equivalent securities income decreased \$214,000, or 15.3%, for second quarter 2013 as compared with second quarter 2012, primarily due to a \$30.6 million, or 21.9%, decrease in average volume calls and sales of agency bonds and prepayments of mortgage backed securities.

Interest Expense

Interest expense decreased \$280,000, or 25.9%, to \$0.8 million for second quarter 2013 as compared with second quarter 2012.

Interest on deposit accounts and retail repurchase agreements decreased \$140,000, or 22.3%, as a result of lower average rates, down 16 basis points on deposits and 19 basis points on repurchase agreements. Decreased rates were offset in part by a \$10.8 million, or 2.8%, increase in the average balance of deposits. The lower average rate resulted from the effect of lower market interest rates on rates paid and changes in product mix. The higher average volume resulted from deposit growth.

Interest expense on FHLBB borrowings decreased \$140,000 as a result of lower average borrowings, down \$11.7 million, and by the average borrowing rate decrease of 22 basis points as compared with second quarter 2012. The decline in advances resulted from scheduled maturities that were not replaced with new advances.

Provision and Allowance for Loan Losses

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The provision for loan losses was \$240,000 for second quarter 2013 and \$396,000 for first quarter 2013. Net loan charge-offs were \$294,000 and \$70,000, for the respective quarters. The following table sets forth changes in the allowance for loan losses and other selected statistics:

| Periods ended June 30, (dollars in thousands) | Three months | | Six months | |
|---|--------------|---------|------------|---------|
| | 2013 | 2012 | 2013 | 2012 |
| Balance, beginning of period | \$4,687 | \$4,166 | \$4,360 | \$4,076 |
| Provision for loan losses | 240 | 180 | 636 | 360 |
| Charge-offs | | | | |
| 26 | | | | |

| | | | | |
|--|---------|---------|-----------|-----------|
| Real estate mortgages | (291) | (118) | (347) | (178) |
| Commercial & industrial | — | — | (4) | (29) |
| Consumer | (11) | (39) | (24) | (49) |
| Total charge-offs | (302) | (157) | (375) | (256) |
| Recoveries | | | | |
| Real estate mortgages | 5 | 1 | 6 | 2 |
| Commercial & industrial | — | 5 | — | 8 |
| Consumer | 2 | 13 | 5 | 18 |
| Total recoveries | 7 | 19 | 11 | 28 |
| Net charge-offs | (295) | (138) | (364) | (228) |
| Balance, end of period | \$4,632 | \$4,208 | \$4,632 | \$4,208 |
| Loans receivable, gross | | | \$420,232 | \$380,384 |
| Non-performing loans | | | 9,204 | 8,409 |
| Accruing loans past due 30-89 days | | | 4,271 | 2,459 |
| Ratio of allowance for loan losses: | | | | |
| to loans receivable, gross | | | 1.10 % | 1.11 % |
| to non-performing loans | | | 50.32 | 50.04 |
| Ratio of non-performing loans to loans receivable, gross | | | 2.19 | 2.21 |
| Ratio of accruing loans past due 30-89 days to loans receivable, gross | | | 1.02 | 0.65 |

Reserve coverage, as measured by the ratio of the allowance for loan losses to gross loans, remained stable at 1.10% at June 30, 2013 versus 1.14% at March 31, 2013 and 1.11% at June 30, 2012.

During the first six months of 2013, non-performing loans (non-accrual loans and accruing loans past-due 90 days or more) increased \$0.8 million to \$9.2 million, or 2.19% of gross loans receivable, from 2.51% at December 31, 2012 and 2.21% at June 30, 2012 while accruing loans past due 30-89 days increased \$1.8 million to \$4.3 million, or 1.02% of gross loans receivable from 1.44% at December 31, 2012 and 0.65% at June 30, 2012. See “Financial Condition – Loan Credit Quality” for further discussion and analysis.

The credit quality segments of loans receivable and the allowance for loan losses are as follows:

| June 30, 2013 (in thousands) | Collectively evaluated | | Individually evaluated | | Total portfolio | |
|----------------------------------|------------------------|-----------|------------------------|-----------|-----------------|-----------|
| | Loans | Allowance | Loans | Allowance | Loans | Allowance |
| Performing loans | \$K93,819 | \$ 2,719 | \$ 227 | \$ 33 | \$394,046 | \$J,752 |
| Potential problem loans | 8,907 | 265 | 1,428 | 101 | 10,335 | 366 |
| Impaired loans | - | - | 15,851 | 965 | 15,851 | 965 |
| Unallocated allowance | - | - | - | 549 | - | 549 |
| Totals | \$402,726 | \$ J,984 | \$17,506 | \$I,648 | \$420,232 | \$L,632 |
| December 31, 2012 (in thousands) | Collectively evaluated | | Individually evaluated | | Total portfolio | |
| | Loans | Allowance | Loans | Allowance | Loans | Allowance |
| Performing loans | \$364,592 | \$ J,567 | \$ 121 | \$ 52 | \$364,713 | \$J,619 |
| Potential problem loans | 8,345 | 246 | 2,465 | 131 | 10,810 | 377 |
| Impaired loans | - | - | 16,563 | 924 | 16,563 | 924 |
| Unallocated allowance | - | - | - | 440 | - | 440 |
| Totals | \$372,937 | \$ J,813 | \$I9,149 | \$I,547 | \$392,086 | \$L,360 |

The allowance for loan losses represents management's estimate of the probable credit losses inherent in the loan portfolio as of the reporting date. The allowance is increased by provisions charged to earnings and by recoveries of amounts previously charged off, and is reduced by loan charge-offs. Loan charge-offs are recognized when management determines a loan or portion of a loan to be uncollectible. The allowance for loan losses is computed by segregating the portfolio into three components: (1) loans collectively evaluated for impairment: general loss allocation factors for non-impaired loans are segmented into pools of loans based on similar risk characteristics such as loan product, collateral type and loan-to-value, loan risk rating, historical loss experience, delinquency factors and other similar economic indicators, (2) loans individually evaluated for impairment: individual loss allocations for loans deemed to be impaired based on discounted cash flows or collateral value, and (3) unallocated: general loss allocations for other environmental factors.

Impaired loans and certain potential problem loans, where warranted, are individually evaluated for impairment. Impairment is measured for each individual loan, or for a borrower's aggregate loan exposure, using either the fair value of the collateral if the loan is collateral dependent or the present value of expected future cash flows discounted at the loan's effective interest rate. An allowance is established when the collateral value or discounted cash flows of the loan is lower than the carrying value of that loan.

The component of the allowance for loan losses for loans collectively evaluated for impairment is estimated by stratifying loans into segments and credit risk ratings and applying management's general loss allocation factors. The general loss allocation factors are based on expected loss experience adjusted for historical loss experience and other qualitative factors, including levels/trends in delinquencies; trends in volume and terms of loans; effects of changes in risk selection and underwriting standards and other changes in lending policies, procedures and practices; experience/ability/depth of lending management and staff; and national and local economic trends and conditions. The qualitative factors are determined based on the various risk characteristics of each loan segment. There were no significant changes in Salisbury's policies or methodology pertaining to the general component of the allowance for loan losses during the quarter ended June 30, 2013.

The unallocated component of the allowance is maintained to cover uncertainties that could affect management's estimate of probable losses. It reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating allocated and general reserves in the portfolio.

Determining the adequacy of the allowance at any given period is difficult, particularly during deteriorating or uncertain economic periods, and management must make estimates using assumptions and information that are often subjective and changing rapidly. The review of the loan portfolio is a continuing event in light of a changing economy

and the dynamics of the banking and regulatory environment. Should the economic climate deteriorate, borrowers could experience difficulty and the level of non-performing loans, charge-offs and delinquencies could rise and require increased provisions. In management's judgment, Salisbury remains adequately reserved both against total loans and non-performing loans at June 30, 2013.

Management's loan risk rating assignments, loss percentages and specific reserves are subjected annually to an independent credit review by an external firm. In addition, the bank is examined annually on a rotational process by one of its two primary regulatory agencies, the FDIC and State of Connecticut Department of Banking ("CTDOB"). As an integral part of their examination process, the FDIC and CTDOB review the Bank's credit risk ratings and allowance for loan losses.

Non-interest income

The following table details the principal categories of non-interest income.

| Three months ended June 30, (dollars in thousands) | 2013 | 2012 | 2013 vs. 2012 | |
|--|---------|---------|---------------|-----------|
| Trust and wealth advisory fees | \$824 | \$735 | \$89 | 12.11 % |
| Service charges and fees | 575 | 547 | 28 | 5.12 |
| Gains on sales of mortgage loans, net | 153 | 263 | (110) | (41.83) |
| Mortgage servicing, net | 8 | (5) | 13 | 260.00 |
| Gains on securities, net | — | 267 | (267) | (100.00) |
| Other | 90 | 83 | 7 | 8.43 |
| Total non-interest income | \$1,650 | \$1,890 | \$(240) | (12.70)% |

Non-interest income increased \$25,000, or 1.5%, versus first quarter 2013 and decreased \$240,000, or 12.7%, versus second quarter 2012. Trust and Wealth Advisory revenues increased \$99,000 versus first quarter 2013 and increased \$89,000 versus second quarter 2012. The year-over-year revenue increase results from growth in managed assets and higher fees collected in second quarter 2013. Service charges and fees increased \$59,000 versus first quarter 2013 and \$28,000 versus second quarter 2012. Income from sales and servicing of mortgage loans in the second quarter decreased by \$144,000 as compared to the first quarter 2013 and decreased \$97,000 as compared to the second quarter 2012 due to interest rate driven fluctuations in the volume of fixed rate residential mortgage loan sales and mortgage servicing valuations. Mortgage loan sales totaled \$5.1 million for second quarter 2013, \$8.7 million for first quarter 2013 and \$12.2 million for second quarter 2012. Second quarter 2013, first quarter 2013 and second quarter 2012 included mortgage servicing valuation benefit (impairment) charges of \$1,000, \$33,000 and (\$10,000), respectively. Non-interest income for the second quarter 2012 included securities gain of \$267,000 as a result of the sale of \$2.5 million of US Treasury bonds which partially offset non-recurring pension curtailment and litigation expenses. Other income includes income from bank owned life insurance and rental income.

Non-interest expense

The following table details the principal categories of non-interest expense.

| Three months ended June 30, (dollars in thousands) | 2013 | 2012 | 2013 vs. 2012 | |
|--|---------|---------|---------------|----------|
| Salaries | \$1,835 | \$1,748 | \$87 | 4.98 % |
| Employee benefits | 763 | 957 | (194) | (20.27) |
| Premises and equipment | 583 | 591 | (8) | (1.35) |
| Data processing | 367 | 418 | (51) | (12.20) |
| Professional fees | 309 | 303 | 6 | 1.98 |
| Collections and OREO | 75 | 356 | (281) | (78.93) |
| FDIC insurance | 114 | 119 | (5) | (4.20) |
| Marketing and community support | 105 | 87 | 18 | 20.69 |
| Amortization of intangible assets | 56 | 56 | — | — |
| Other | 403 | 390 | 13 | 3.33 |
| Non-interest expense | \$4,610 | \$5,025 | \$(415) | (8.26)% |

Non-interest expense for second quarter 2013 decreased \$95,000 versus first quarter 2013 and \$415,000 versus second quarter 2012. Compensation and employee benefits increased \$163,000 versus first quarter 2013, and decreased \$107,000 versus second quarter 2012. Second quarter 2012 included pension plan curtailment expense of \$341,000 from retiree lump-sum withdrawals. The current quarter includes benefit accrual adjustments and one-time expenses related to staffing changes. Premises and equipment remained unchanged versus first quarter 2013 and decreased \$8,000 versus second quarter 2012. Data processing decreased \$52,000 versus first quarter 2013 and \$51,000 versus

second quarter 2012. Professional fees decreased \$71,000 versus first quarter 2013, and increased \$6,000 versus second quarter 2012. First quarter 2013 included legal expenses and an executive search. Collections and OREO decreased \$82,000 versus first quarter 2013, and decreased \$281,000 versus second quarter 2012 due primarily to decreased litigation and OREO expense. Salisbury had \$435,000 in foreclosed property at June 30, 2013. FDIC insurance decreased \$11,000 versus first quarter 2013 and decreased \$5,000 versus second quarter 2012. Remaining operating expenses decreased \$42,000 versus first quarter 2013 and increased \$31,000 versus second quarter 2012 due primarily to reductions in other administrative and operational expenses.

Income taxes

The effective income tax rates for second quarter 2013, first quarter 2013 and second quarter 2012 were 20%, 17% and 19%, respectively. Fluctuations in the effective tax rate result from changes in the mix of taxable and tax exempt income. Salisbury's effective tax rate is generally less than the 34% federal statutory rate due to holdings of tax-exempt municipal bonds, some tax-exempt loans and bank owned life insurance.

Salisbury did not incur Connecticut income tax in 2012 or 2011, other than minimum state income tax, as a result of its utilization of Connecticut tax legislation that permits banks to shelter certain mortgage income from the Connecticut corporation business tax through the use of a special purpose entity called a Passive Investment Company ("PIC"). In accordance with this legislation, in 2004 the Bank formed a PIC, SBT Mortgage Service Corporation. Salisbury's income tax provision reflects the full impact of the Connecticut legislation. Salisbury does not expect to pay other than minimum state income tax in the foreseeable future unless there is a change in the State of Connecticut corporate tax law.

For the six month periods ended June 30, 2013 and 2012

Overview

Net income available to common shareholders was \$1,985,000, or \$1.17 per common share, for the six month period ended June 30, 2013 (six month period 2013), compared with \$2,234,000, or \$1.32 per common share, for the six month period ended June 30, 2012 (six month period 2012).

- Earnings per common share decreased \$0.15, or 11.4%, to \$1.17 versus six month period 2012.
- Tax equivalent net interest income decreased \$9,000, or 0.1%, to \$9.8 million, versus six month period 2012.
- Provision for loan losses was \$636,000, versus \$360,000 for six month period 2012. Net loan charge-offs were \$365,000, versus \$228,000 for six month period 2012.
- Non-interest income decreased \$274,000, or 7.7%, versus six month period 2012. Six month period 2012 included a \$267,000 securities gain.
- Non-interest expense decreased \$210,000, or 2.2%, versus six month period 2012. Six month period 2012 included a pension plan curtailment expense of \$341,000 and litigation expenses of \$340,000, of which \$250,000 was non-recurring.

Net Interest Income

Tax equivalent net interest income for six month period 2013 decreased \$9,000, or 0.1%, versus six month period 2012. The net interest margin increased 1 basis point to 3.54% from 3.53%.

The following table sets forth the components of Salisbury's fully tax-equivalent ("FTE") net interest income and yields on average interest-earning assets and interest-bearing funds.

| Six months ended June 30, (dollars in thousands) | Average Balance | | Income / Expense | | Average Yield / Rate | |
|---|-----------------|-----------|------------------|---------|----------------------|-------|
| | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 |
| Loans (a) | \$408,537 | \$380,152 | \$9,019 | \$9,178 | 4.42% | 4.83% |
| Securities (c)(d) | 113,667 | 144,660 | 2,383 | 2,887 | 4.19 | 3.99 |
| FHLBB stock | 5,495 | 5,855 | 11 | 15 | 0.40 | 0.52 |
| Short term funds (b) | 29,213 | 28,472 | 36 | 28 | 0.25 | 0.19 |
| Total earning assets | 556,912 | 559,139 | 11,449 | 12,108 | 4.12 | 4.33 |
| Other assets | 39,936 | 40,480 | | | | |
| Total assets | \$596,848 | \$599,619 | | | | |
| Interest-bearing demand deposits | \$68,669 | \$66,182 | 139 | 198 | 0.41 | 0.60 |
| Money market accounts | 129,990 | 123,505 | 177 | 219 | 0.27 | 0.36 |
| Savings and other | 106,224 | 97,469 | 106 | 152 | 0.20 | 0.31 |
| Certificates of deposit | 91,602 | 101,254 | 556 | 721 | 1.22 | 1.43 |
| Total interest-bearing deposits | 396,485 | 388,410 | 978 | 1,290 | 0.50 | 0.67 |
| Repurchase agreements | 2,173 | 8,515 | 2 | 18 | 0.21 | 0.43 |
| FHLBB advances | 31,512 | 44,951 | 624 | 946 | 3.94 | 4.16 |
| Total interest-bearing liabilities | 430,170 | 441,876 | 1,604 | 2,254 | 0.75 | 1.02 |
| Demand deposits | 90,794 | 85,001 | | | | |
| Other liabilities | 3,273 | 4,326 | | | | |
| Shareholders' equity | 72,611 | 68,416 | | | | |
| Total liabilities & shareholders' equity | \$596,848 | \$599,619 | | | | |
| Net interest income | | | \$9,845 | \$9,854 | | |
| Spread on interest-bearing funds | | | | | 3.37 | 3.31 |
| Net interest margin (e) | | | | | 3.54 | 3.53 |

(a) *Includes non-accrual loans.*

(b) *Includes interest-bearing deposits in other banks and federal funds sold.*

(c) *Average balances of securities are based on historical cost.*

(d) *Includes tax exempt income benefit of \$607,000 and \$484,000, respectively for 2013 and 2012 on tax-exempt securities whose income and yields are calculated on a tax-equivalent basis.*

(e) *Net interest income divided by average interest-earning assets.*

The following table sets forth the changes in FTE interest due to volume and rate.

| Six months ended June 30, (in thousands) | 2013 versus 2012 | | |
|--|------------------|---------|---------|
| | Volume | Rate | Net |
| Change in interest due to | | | |
| Interest-earning assets | | | |
| Loans | \$656 | \$(815) | \$(159) |
| Securities | (634) | 130 | (504) |
| FHLBB stock | (1) | (3) | (4) |
| Short term funds | 1 | 7 | 8 |
| Total | 22 | (681) | (659) |
| Interest-bearing liabilities | | | |
| Deposits | (37) | (275) | (312) |
| Repurchase agreements | (10) | (6) | (16) |
| FHLBB advances | (274) | (48) | (322) |
| Total | (321) | (329) | (650) |

Net change in net interest income \$343 \$(352) \$(9)

Interest Income

Tax equivalent interest income increased \$9,000, or 0.1%, to \$9.8 million for six month period 2013 versus six month period 2012.

Loan income decreased \$159,000, or 1.7%, primarily due to a 41 basis points decline in the average loan yield offset in part by a \$28.4 million, or 7.5%, increase in average loans. Tax equivalent securities income decreased \$504,000, or 17.5%, primarily due to a \$31.0 million, or 21.4%, decrease in average volume, offset in part by a 20 basis points increase in the average yield. Changes in securities yields resulted from the effect of changes in market interest rates on securities purchases, calls of agency bonds and prepayments of mortgage backed securities. Income from short term funds increased \$8,000 as a result of a 6 basis points increase in the average yield and by a \$0.7 million increase in the average balance.

Interest Expense

Interest expense decreased \$650,000, or 28.8%, to \$1.6 million for six month period 2013 versus six month period 2012.

Interest on deposit accounts and retail repurchase agreements decreased \$328,000, or 25.1%, as a result of lower average rates, down 17 and 22 basis points respectively, along with an average balance decrease of \$6.3 million in repurchase agreements. Decreased rates were offset in part by an \$8.1 million, or 2.1%, increase in the average balance of deposits. The lower average rate resulted from the effect of lower market interest rates on rates paid and changes in product mix. The higher average volume resulted from deposit growth.

Interest expense on FHLBB borrowings decreased \$322,000 as a result of lower average borrowings, down \$13.4 million, and a lower average borrowing rate, down 22 basis points, due to scheduled maturities that were not replaced with new advances.

Provision and Allowance for Loan Losses

The provision for loan losses was \$636,000 for six month period 2013 and \$360,000 for six month period 2012. Net loan charge-offs were \$365,000 and \$228,000, for the respective periods.

Reserve coverage at June 30, 2013, as measured by the ratio of allowance for loan losses to gross loans, remained substantially unchanged at 1.10%, as compared with 1.11% a year ago at June 30, 2012. During the first six months of 2013, non-performing loans (non-accrual loans and accruing loans past-due 90 days or more) increased \$0.8 million to \$9.2 million. Such amount represents 2.19% of gross loans receivable, a decrease from 2.21% at June 30, 2012. At June 30, 2013 accruing loans past due 30-89 days increased \$1.8 million to \$4.3 million, or 1.02% of gross loans receivable from 0.65% at June 30, 2012. See "Financial Condition – Loan Credit Quality" for further discussion and analysis.

Non-interest income

The following table details the principal categories of non-interest income.

| Six months ended June 30, (dollars in thousands) | 2013 | 2012 | 2013 vs. 2012 | |
|--|---------|---------|---------------|----------|
| Trust and wealth advisory fees | \$1,549 | \$1,490 | \$59 | 3.96 % |
| Service charges and fees | 1,092 | 1,068 | 24 | 2.25 |
| Gains on sales of mortgage loans, net | 431 | 635 | (204) | (32.13) |
| Mortgage servicing, net | 34 | (89) | 123 | 138.20 |
| Gains on securities, net | — | 279 | (279) | (100.00) |
| Other | 169 | 166 | 3 | 1.81 |
| Total non-interest income | \$3,275 | \$3,549 | \$(274) | (7.72)% |

Non-interest income for the six month period 2013 decreased \$274,000 versus six month period 2012. Trust and Wealth Advisory revenues increased \$59,000 from growth in managed assets, offset slightly by lower estate and tax preparation fees collected in 2013. Service charges and fees increased \$24,000 due primarily to higher interchange fees resulting from increased volume. Income from sales and servicing of mortgage loans decreased \$204,000 due to interest rate driven fluctuations in the volume of fixed rate residential mortgage loan sales and mortgage servicing valuations. Mortgage loans sales totaled \$13.8 million for six month period 2013 and \$28.5 million for six month period 2012. Six month period 2013 and 2012 included mortgage servicing valuation benefit (impairment) charges of \$34,000 and (\$102,000), respectively. Six month period 2013 no gains on securities were realized, while six month period 2012 gains on securities resulted from the sale of \$2.5 million of US Treasury bonds. Other income includes bank owned life insurance income and rental income.

Non-interest expense

The following table details the principal categories of non-interest expense.

| Six months ended June 30, (dollars in thousands) | 2013 | 2012 | 2013 vs. 2012 | |
|--|---------|---------|---------------|----------|
| Salaries | \$3,585 | \$3,458 | \$127 | 3.67 % |
| Employee benefits | 1,448 | 1,647 | (199) | (12.08) |
| Premises and equipment | 1,166 | 1,196 | (30) | (2.51) |
| Data processing | 787 | 821 | (34) | (4.14) |
| Professional fees | 689 | 616 | 73 | 11.85 |
| Collections and OREO | 230 | 467 | (237) | (50.75) |
| FDIC insurance | 239 | 247 | (8) | (3.24) |
| Marketing and community contributions | 228 | 175 | 53 | 30.29 |
| Amortization of intangible assets | 111 | 111 | — | — |
| Other | 833 | 788 | 45 | 5.71 |
| Non-interest expense | \$9,316 | \$9,526 | \$(210) | (2.20)% |

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Non-interest expense for six month period 2013 decreased \$210,000 versus six month period 2012. Salaries increased \$127,000 due to changes in staffing levels and mix and annual salary increases. Employee benefits decreased \$199,000 due primarily to lower pension plan expenses in 2013. A hard freeze was put on the defined benefit pension plan as of December 31, 2012 thereby reducing 2013 expenses and a curtailment expense of \$341,000 from retiree lump-sum withdrawals was realized in 2012. These lower pension expenses were offset in part by new deferred compensation plans implemented to replace the pension plan. Premises and equipment decreased \$30,000 due primarily to upgraded equipment and software purchased in 2012. The decrease was offset slightly by higher building maintenance and repairs, snow removal and utilities in 2013.

Data processing decreased \$34,000 due primarily to lower tax preparation fees assessed in the Trust area. Professional fees increased \$73,000 due primarily to higher investment management fees associated with the growth in trust and wealth advisory assets under management and increased legal fees associated with new compensation plans. Collections and OREO expense decreased \$237,000 due primarily to lower litigation expenses, down \$258,000, and delinquent real estate taxes, down \$40,000, offset in part by higher appraisal and inspection expenses, up \$46,000. Salisbury had one foreclosed property at June 30, 2013. FDIC insurance decreased \$8,000. Marketing and contributions increased \$53,000 due primarily to timing of general marketing campaigns and increased contributions to community organizations. Other operating expenses increased \$45,000 due to higher other administrative and operational expenses.

Income taxes

The effective income tax rates for six month period 2013 and six month period 2012 were 18.59% and 21.97%, respectively. Fluctuations in the effective tax rate result from changes in the mix of taxable and tax exempt income. Salisbury's effective tax rate is generally less than the 34% federal statutory rate due to holdings of tax-exempt municipal bonds, some tax-exempt loans and bank owned life insurance.

FINANCIAL CONDITION

Overview

Total assets were \$600.7 million at June 30, 2013, down \$0.1 million from December 31, 2012. Loans receivable, net, were \$416.7 million at June 30, 2013, up \$28.0 million, or 7.2%, from December 31, 2012. Non-performing assets were \$9.6 million at June 30, 2013, down \$0.5 million from \$10.1 million at December 31, 2012. Reserve coverage, as measured by the ratio of the allowance for loan losses to gross loans, was 1.10%, 1.11% and 1.11%, at June 30, 2013, December 31, 2012 and June 30, 2012, respectively. Deposits were \$492.0 million, up \$0.8 million from \$491.2 million at December 31, 2012.

At June 30, 2013, book value and tangible book value per common share were \$32.45 and \$26.30, respectively. Salisbury's Tier 1 leverage and total risk-based capital ratios were 10.23% and 16.48%, respectively, and above the "well capitalized" limits as defined by the FRB.

Securities and Short Term Funds

During second quarter 2013, securities decreased \$12.1 million to \$106.6 million, and FHLBB advances decreased \$0.4 million, while cash and cash-equivalents (non-time interest-bearing deposits with other banks, money market funds and federal funds sold) increased \$1.6 million to \$33.0 million as Salisbury slightly increased its liquidity position in light of upcoming borrowing maturities and growth in volatile deposits.

Salisbury evaluates securities for OTTI where the fair value of a security is less than its amortized cost basis at the balance sheet date. As part of this process, Salisbury considers its intent to sell each debt security and whether it is more likely than not that it will be required to sell the security before its anticipated recovery. If either of these conditions is met, Salisbury recognizes an OTTI charge to earnings equal to the entire difference between the security's amortized cost basis and its fair value at the balance sheet date. For securities that meet neither of these conditions, an analysis is performed to determine if any of these securities are at risk for OTTI.

Salisbury does not intend to sell any of its securities and it is not more likely than not that Salisbury will be required to sell any of its securities before recovery of their cost basis, which may be maturity. Therefore, management does not consider any of its securities, other than four non-agency CMO securities reflecting OTTI, to be OTTI at June 30, 2013.

In 2009 Salisbury determined that five non-agency CMO securities reflected OTTI and recognized losses for deterioration in credit quality of \$1.1 million. Salisbury judged the four remaining securities not to have additional OTTI and all other CMO securities not to be OTTI as of June 30, 2013. It is possible that future loss assumptions could change necessitating Salisbury to recognize future OTTI for further deterioration in credit quality. Salisbury does not intend to sell these securities and it is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis.

Accumulated other comprehensive income at June 30, 2013 included net unrealized holding gains, net of tax, of \$1.3 million, a decrease of \$1.6 million over December 2012, partially offset by unrecognized pension plan expense, net of tax, of \$0.5 million and \$0.5 million respectively.

Loans

Net loans receivable increased \$27.9 million during first half 2013 to \$416.7 million at June 30, 2013, compared with \$388.8 million at December 31, 2012.

The composition of loans receivable and loans held-for-sale is as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|---|------------------|----------------------|
| Residential 1-4 family | \$218,654 | \$198,552 |
| Residential 5+ multifamily | 4,881 | 3,889 |
| Construction of residential 1-4 family | 732 | 2,379 |
| Home equity credit | 33,561 | 34,162 |
| Residential real estate | 257,828 | 238,982 |
| Commercial | 92,841 | 87,382 |
| Construction of commercial | 9,129 | 5,823 |
| Commercial real estate | 101,970 | 93,205 |
| Farm land | 4,233 | 4,320 |
| Vacant land | 9,215 | 9,926 |
| Real estate secured | 373,246 | 346,433 |
| Commercial and industrial | 39,035 | 38,094 |
| Municipal | 4,049 | 3,378 |
| Consumer | 3,902 | 4,181 |
| Loans receivable, gross | 420,232 | 392,086 |
| Deferred loan origination fees and costs, net | 1,129 | 1,032 |
| Allowance for loan losses | (4,632) | (4,360) |
| Loans receivable, net | \$416,729 | \$388,758 |
| Loans held-for-sale | | |
| Residential 1-4 family | \$864 | \$1,879 |
| Loan Credit Quality | | |

The persistent weakness in the local and regional economies continues to impact the credit quality of Salisbury's loans receivable. During first half 2013, non-performing assets decreased \$0.5 million, and the amount of total impaired and potential problem loans decreased \$1.2 million.

The composition of loans receivable by risk rating grade is as follows:

| (in thousands) | Pass | Special mention | Substandard | Doubtful | Loss | Total |
|--|-----------|--------------------|-------------|----------|------|-----------|
| June 30, 2013 | | | | | | |
| Residential 1-4 family | \$200,213 | \$11,757 | \$6,587 | \$97 | \$— | \$218,654 |
| Residential 5+ multifamily | 2,691 | 1,215 | 975 | — | — | 4,881 |
| Construction of residential 1-4 family | 732 | — | — | — | — | 732 |
| Home equity credit | 31,209 | 1,152 | 1,200 | — | — | 33,561 |
| Residential real estate | 234,845 | 14,124 | 8,762 | 97 | — | 257,828 |
| Commercial | 66,523 | 17,378 | 8,940 | — | — | 92,841 |
| Construction of commercial | 8,366 | 153 | 610 | — | — | 9,129 |
| Commercial real estate | 74,889 | 17,531 | 9,550 | — | — | 101,970 |
| Farm land | 1,626 | 1,450 | 1,157 | — | — | 4,233 |
| Vacant land | 5,753 | 297 | 3,165 | — | — | 9,215 |

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| | | | | | | | |
|--|-----------|-----------------|-----------|-------------|----------|-----------|-----------|
| Real estate secured | 317,113 | 33,402 | 22,634 | 97 | — | 373,246 | |
| Commercial and industrial | 29,245 | 8,585 | 1,205 | — | — | 39,035 | |
| Municipal | 4,049 | — | — | — | — | 4,049 | |
| Consumer | 3,746 | 134 | 22 | — | — | 3,902 | |
| Loans receivable, gross | \$354,153 | \$42,121 | \$ 23,861 | \$ 97 | \$ — | \$420,232 | |
| (in thousands) | Pass | Special mention | | Substandard | Doubtful | Loss | Total |
| December 31, 2012 | | | | | | | |
| Residential 1-4 family | \$180,442 | \$12,473 | | \$5,538 | \$99 | \$— | \$198,552 |
| Residential 5+ multifamily | 2,872 | 773 | | 244 | — | — | 3,889 |
| Construction of residential 1-4 family | 1,570 | — | | 809 | — | — | 2,379 |
| Home equity credit | 30,981 | 1,848 | | 1,333 | — | — | 34,162 |
| Residential real estate | 215,865 | 15,094 | | 7,924 | 99 | — | 238,982 |
| Commercial | 64,817 | 13,299 | | 9,266 | — | — | 87,382 |
| Construction of commercial | 5,055 | 297 | | 471 | — | — | 5,823 |
| Commercial real estate | 69,872 | 13,596 | | 9,737 | — | — | 93,205 |
| Farm land | 2,799 | 341 | | 1,180 | — | — | 4,320 |
| Vacant land | 4,885 | 863 | | 4,178 | — | — | 9,926 |
| Real estate secured | 293,421 | 29,894 | | 23,019 | 99 | — | 346,433 |
| Commercial and industrial | 28,453 | 8,300 | | 1,341 | — | — | 38,094 |
| Municipal | 3,378 | — | | — | — | — | 3,378 |
| Consumer | 3,994 | 159 | | 28 | — | — | 4,181 |
| Loans receivable, gross | \$329,246 | \$38,353 | | \$24,388 | \$99 | \$— | \$392,086 |

Changes in impaired and potential problem loans are as follows:

| Three months ended (in thousands) | June 30, 2013 | | | | June 30, 2012 | | | |
|---|----------------|----------|---------------|-----------|----------------|----------|---------------|-----------|
| | Impaired loans | | Potential | Total | Impaired loans | | Potential | Total |
| | Non-accrual | Accruing | problem loans | | Non-accrual | Accruing | problem loans | |
| Loans placed on non-accrual status | \$1,180 | \$(758) |) \$— | \$422 | \$1,807 | \$(646) |) \$(739) |) \$422 |
| Loans restored to accrual status | (234) |) 234 | — | 0 | (887) |) 563 | 22 | (302) |
| Loan risk rating downgrades to substandard | — | — | 800 | 800 | — | — | 1,666 | 1,666 |
| Loan risk rating upgrades from substandard | — | — | (1,350) | (1,350) | — | — | (320) | (320) |
| Loan repayments | (223) |) (94) |) (1,529) | (1,846) | (419) |) (86) |) (203) |) (708) |
| Loan charge-offs | (224) |) — | — | (224) | (203) |) — | — | (203) |
| Increase (decrease) in TDR loans | — | 836 | — | 836 | 35 | 2,302 | (1,830) | 507 |
| Real estate acquired in settlement of loans | — | — | — | 0 | — | — | — | — |
| Inter-month tax advances | 173 | — | — | 173 | — | — | — | — |
| Increase (decrease) in loans | \$672 | \$218 | \$(2,079) | \$(1,189) | \$333 | \$2,133 | \$(1,404) |) \$1,062 |

For year-to-date 2013 Salisbury has placed \$1.4 million of loans on non-accrual status as a result of deteriorated payment and financial performance and charged-off \$275,000 of loans primarily as a result of collateral deficiencies. Offsetting these deteriorations were loan risk rating upgrades resulting from improved performance and loan repayments.

Salisbury has cooperative relationships with the majority of its non-performing loan customers. Substantially all non-performing loans are collateralized with real estate and the repayment of such loans is largely dependent on the return of such loans to performing status or the liquidation of the underlying real estate collateral. Salisbury pursues the resolution of all non-performing loans through collections, restructures, voluntary liquidation of collateral by the borrower and, where necessary, legal action. When Salisbury's reasonable attempts to work with a customer to return a loan to performing status, including restructuring the loan, are unsuccessful, Salisbury will initiate appropriate legal action seeking to acquire property by deed in lieu of foreclosure or through foreclosure, or to liquidate business assets.

Credit Quality Segments

Salisbury categorizes loans receivable into the following credit quality segments:

- Impaired loans consist of all non-accrual loans and troubled debt restructured loans, and represent loans for which it is probable that Salisbury will not be able to collect all principal and interest amounts due according to the contractual terms of the loan agreements.

Non-accrual loans, a sub-set of impaired loans, are loans for which the accrual of interest has been discontinued because, in the opinion of management, full collection of principal or interest is unlikely.

Non-performing loans consist of non-accrual loans, and accruing loans past due 90 days and over that are well collateralized, in the process of collection and where full collection of principal and interest is assured.

Non-performing assets consist of non-performing loans plus real estate acquired in settlement of loans.

Troubled debt restructured loans are loans for which concessions such as reduction of interest rates, other than normal market rate adjustments, or deferral of principal or interest payments, extension of maturity dates, or reduction of principal balance or accrued interest, have been granted due to a borrower's financial condition. Loan restructuring is employed when management believes the granting of a concession will increase the probability of the full or partial collection of principal and interest.

Potential problem loans consist of performing loans that have been assigned a substandard credit risk rating and that are not classified as impaired.

Credit Risk Ratings

Salisbury assigns credit risk ratings to loans receivable in order to manage credit risk and to determine the allowance for loan losses. Credit risk ratings categorize loans by common financial and structural characteristics that measure the credit strength of a borrower. Salisbury's rating model has eight risk rating grades, with each grade corresponding to a progressively greater risk of default. Grades 1 through 4 are pass ratings and 5 through 8 are ratings (special mention, substandard, doubtful and loss) defined by the bank's regulatory agencies, the FDIC and CTDOB. Risk ratings are assigned to differentiate risk within the portfolio and are reviewed on an ongoing basis and revised, if needed, to reflect changes in the borrowers' current financial position and outlook, risk profiles and the related collateral and structural positions.

Loans risk rated as "special mention" possesses credit deficiencies or potential weaknesses deserving management's close attention that if left uncorrected may result in deterioration of the repayment prospects for the loans at some future date.

Loans risk rated as "substandard" are loans where the Bank's position is clearly not protected adequately by borrower current net worth or payment capacity. These loans have well defined weaknesses based on objective evidence and include loans where future losses to the Bank may result if deficiencies are not corrected, and loans where the primary source of repayment such as income is diminished and the Bank must rely on sale of collateral or other secondary sources of collection.

Loans risk rated as "doubtful" have the same weaknesses as substandard loans with the added characteristic that the weakness makes collection or liquidation in full, given current facts, conditions, and values, to be highly improbable. The possibility of loss is high, but due to certain important and reasonably specific pending factors, which may work to strengthen the loan, its reclassification as an estimated loss is deferred until its exact status can be determined.

Loans risk rated as "loss" are considered uncollectible and of such little value, that continuance as Bank assets is unwarranted. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather, it is not practical or desirable to defer writing off this basically worthless loan even though partial recovery may be made in the future.

Management actively reviews and tests its credit risk ratings against actual experience and engages an independent third-party to annually validate its assignment of credit risk ratings. In addition, the Bank's loan portfolio and risk ratings are examined annually on a rotating basis by its two primary regulatory agencies, the FDIC and CTDOB.

Impaired Loans

Loans individually evaluated for impairment (impaired loans) are loans for which Salisbury does not expect to collect all contractual principal and interest in accordance with the contractual terms of the loan. Impaired loans include all modified loans classified as troubled debt restructurings (TDRs) and loans on non-accrual status. The components of impaired loans are as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|---|------------------|----------------------|
| Non-accrual loans, excluding troubled debt restructured loans | \$5,131 | \$7,579 |
| Non-accrual troubled debt restructured loans | 3,763 | 2,280 |
| Accruing troubled debt restructured loans | 6,957 | 6,704 |
| Total impaired loans | \$15,851 | \$16,563 |
| Commitments to lend additional amounts to impaired borrowers | \$— | \$— |

Non-Performing Assets

Non-performing assets decreased \$0.5 million during first half 2013 to \$9.6 million, or 1.6% of assets at June 30, 2013, from \$10.1 million, or 1.7% of assets at December 31, 2012, and increased \$1.2 million from \$8.4 million, or

1.4% of assets at June 30, 2012.

The 5% decrease in non-performing assets in first half 2013 resulted primarily from OREO sales of \$1.3 million, in addition to \$0.8 million of loans returning to accrual status, \$0.3 million charged off and \$2.6 million from loan repayments and payoffs. These declines were offset in part by a \$1.4 million change in 90+ past due status, \$0.2 million advance for taxes, additions of \$2.2 million in new non-accrual loans and \$0.7 million of OREO additions.

The components of non-performing assets are as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|---|---------------|-------------------|
| Residential 1-4 family | \$K,587 | \$K,024 |
| Home equity credit | 137 | 442 |
| Commercial | 1,902 | 2,235 |
| Vacant land | 3,120 | 3,994 |
| Real estate secured | 8,746 | 9,695 |
| Commercial and industrial | 148 | 164 |
| Consumer | - | - |
| Non-accruing loans | 8,894 | 9,859 |
| Accruing loans past due 90 days and over | 310 | - |
| Non-performing loans | 9,204 | 9,859 |
| Real estate acquired in settlement of loans | 435 | 244 |
| Non-performing assets | \$ 9,639 | \$10,103 |

The past due status of non-performing loans is as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|----------------------------|---------------|-------------------|
| Current | \$J,422 | \$I,797 |
| Past due 001-029 days | 1,018 | 75 |
| Past due 030-059 days | 644 | 701 |
| Past due 060-089 days | 213 | 445 |
| Past due 090-179 days | 799 | 1,983 |
| Past due 180 days and over | 4,108 | 4,858 |
| Total non-performing loans | \$ 9,204 | \$ 9,859 |

At June 30, 2013, 27.23% of non-accrual loans were current with respect to loan payments, compared with 18.23% at December 31, 2012. Loans past due 180 days include a \$3.0 million loan secured by vacant land (residential building lots) where Salisbury has initiated a foreclosure action that is referred to in Item 1 of Part II, Legal Proceedings.

Troubled Debt Restructured Loans

Troubled debt restructured loans increased \$1.7 million during 2013 to \$10.7 million, or 2.55% of gross loans receivable at June 30, 2013, from \$9.0 million, or 2.29% of gross loans receivable at December 31, 2012.

The components of troubled debt restructured loans are as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|--|---------------|-------------------|
| Residential 1-4 family | \$K,452 | \$K,098 |
| Commercial | 2,734 | 2,774 |
| Real estate secured | 6,186 | 5,872 |
| Commercial and industrial | 771 | 832 |
| Accruing troubled debt restructured loans | 6,957 | 6,704 |
| Residential 1-4 family | 2,487 | 1,041 |
| Commercial | 1,138 | 1,159 |
| Vacant land | - | - |
| Real estate secured | 3,625 | 2,200 |
| Commercial and industrial | 138 | 80 |
| Non-accrual troubled debt restructured loans | 3,763 | 2,280 |
| Troubled debt restructured loans | \$10,720 | \$ 8,984 |

The past due status of troubled debt restructured loans is as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|--|---------------|-------------------|
| Current | \$M,235 | \$M,354 |
| Past due 001-029 days | 1,722 | 445 |
| Past due 030-059 days | - | 905 |
| Accruing troubled debt restructured loans | 6,957 | 6,704 |
| Current | 1,618 | 1,333 |
| Past due 001-029 days | 1,018 | - |
| Past due 030-059 days | 515 | 301 |
| Past due 060-089 days | 141 | 194 |
| Past due 090-179 days | 19 | - |
| Past due 180 days and over | 452 | 452 |
| Non-accrual troubled debt restructured loans | 3,763 | 2,280 |
| Total troubled debt restructured loans | \$10,720 | \$ 8,984 |

At June 30, 2013, 63.92% of troubled debt restructured loans were current with respect to loan payments, as compared with 74.43% at December 31, 2012.

Past Due Loans

Loans past due 30 days or more decreased \$3.6 million during 2013 to \$10.0 million, or 2.39% of gross loans receivable at June 30, 2013, compared with \$13.6 million, or 3.47% of gross loans receivable at December 31, 2012.

The components of loans past due 30 days or greater are as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|---|---------------|-------------------|
| Past due 030-059 days | \$J,065 | \$L,309 |
| Past due 060-089 days | 2,206 | 1,317 |
| Past due 090-179 days | 310 | - |
| Accruing loans | 4,581 | 5,626 |
| Past due 030-059 days | 644 | 701 |
| Past due 060-089 days | 213 | 445 |
| Past due 090-179 days | 489 | 1,983 |
| Past due 180 days and over | 4,108 | 4,859 |
| Non-accrual loans | 5,454 | 7,988 |
| Total loans past due 30 days or greater | \$10,035 | \$13,614 |

Potential Problem Loans

Potential problem loans decreased \$0.5 million during first half 2013 to \$10.3 million, or 2.45% of gross loans receivable at June 30, 2013, compared with \$10.8 million, or 2.75% of gross loans receivable at December 31, 2012.

The components of potential problem loans are as follows:

| (in thousands) | June 30, 2013 | December 31, 2012 |
|----------------------------|------------------|----------------------|
| Residential 1-4 family | \$ 1,582 | \$ 3,108 |
| Residential 5+ multifamily | 975 | — |
| Home equity credit | 1,014 | 892 |
| Residential real estate | 3,571 | 4,000 |

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| | | |
|----------------------------|-----------|-----------|
| Commercial | 4,662 | 4,624 |
| Construction of commercial | 591 | 450 |
| Commercial real estate | 5,253 | 5,074 |
| Farm land | 1,158 | 1,180 |
| Vacant land | 45 | 183 |
| Real estate secured | 10,027 | 10,437 |
| Commercial and Industrial | 286 | 345 |
| Consumer | 22 | 28 |
| Potential problem loans | \$ 10,335 | \$ 10,810 |

The past due status of potential problem loans is as follows:

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| (in thousands) | June 30, 2013 | December 31, 2012 |
|-------------------------------|------------------|----------------------|
| Current | \$ 7,594 | \$ 7,992 |
| Past due 001-029 days | 18 | 452 |
| Past due 030-059 days | 586 | 2,065 |
| Past due 060-089 days | 1,827 | 301 |
| Past due 090-179 days | 310 | — |
| Total potential problem loans | \$ 10,335 | \$ 10,810 |

At June 30, 2013, 73.48% of potential problem loans were current with respect to loan payments, as compared with 73.93% at December 31, 2012.

Management cannot predict the extent to which economic or other factors may impact such borrowers' future payment capacity, and there can be no assurance that such loans will not be placed on nonaccrual status, restructured, or require increased provision for loan losses.

Deposits and Borrowings

Deposits increased \$4.2 million during second quarter 2013 to \$492.0 million at June 30, 2013, from \$487.8 million at March 31, 2013, and increased \$14.1 million for year-over-year from \$477.9 million at June 30, 2012. Retail repurchase agreements increased \$0.7 million during first quarter 2013 to \$3.0 million at June 30, 2013, compared with \$2.3 million at March 31, 2013, and decreased \$3.2 million for year-over-year compared with \$6.2 million at June 30, 2012.

Federal Home Loan Bank of Boston (FHLBB) advances decreased \$0.4 million during second quarter 2013 to \$31.2 million at June 30, 2013, from \$31.6 million at March 31, 2013, and decreased \$11.6 million for year-over-year from \$42.8 million at June 30, 2012. The decreases were due to amortizing payments of advances, maturities of advances that were not renewed, and the prepayment in fourth quarter 2012 of a \$10.0 million advance maturing 12/16/2013 with a 4.88% coupon.

Liquidity

Salisbury manages its liquidity position to ensure that there is sufficient funding availability at all times to meet both anticipated and unanticipated deposit withdrawals, loan originations and advances, securities purchases and other operating cash outflows. Salisbury's primary sources of liquidity are principal payments and maturities of securities and loans, short-term borrowings through repurchase agreements and FHLBB advances, net deposit growth and funds provided by operations. Liquidity can also be provided through sales of loans and available-for-sale securities.

Salisbury manages its liquidity in accordance with a liquidity funding policy, and also maintains a contingency funding plan that provide for the prompt and comprehensive response to unexpected demands for liquidity. At June 30, 2013, Salisbury's liquidity ratio, as represented by cash, short term available-for-sale securities and marketable assets to net deposits and short term unsecured liabilities, was 24.49%, down from 30.55% at December 31, 2012. Management believes Salisbury's funding sources will meet anticipated funding needs.

Operating activities for the three-month period ended June 30, 2013 provided net cash of \$5.0 million. Investing activities utilized net cash of \$15.8 million, principally from \$30.0 million of net loan originations and principle collections, offset by proceeds from calls and maturities of securities available-for-sale and \$1.4 million proceeds from sales of other real estate owned. Financing activities provided net cash of \$0.2 million, principally due to a net increase of \$2.0 million in deposits and repurchase agreements, offset by pay downs of FHLBB advances and

common and preferred stock dividends paid.

At June 30, 2013, Salisbury had outstanding commitments to fund new loan originations of \$13.1 million and unused lines of credit of \$56.0 million. Salisbury believes that these commitments can be met in the normal course of business. Salisbury believes that its liquidity sources will continue to provide funding sufficient to support operating activities, loan originations and commitments, and deposit withdrawals.

CAPITAL RESOURCES

Shareholders' equity was \$71.5 million at June 30, 2013, down \$0.5 million from December 31, 2012. Book value and tangible book value per common share were \$32.45 and \$26.30, respectively, compared with \$33.14 and \$26.85, respectively, at December 31, 2012. Contributing to the decrease in shareholders' equity for year-to-date 2013 was a reduction in other comprehensive income of \$1.7 million, and common and preferred stock dividends of \$1.0 million which were offset partially by net income of \$2.1 million, issuance of stock awards and restricted stock. Other comprehensive income consisted of unrealized gains on securities available-for-sale, net of tax, of \$1.3 million and unrealized loss on the pension plan income, net of tax, of \$0.5 million.

In August 2011, Salisbury issued to the U.S. Secretary of the Treasury (the "Treasury") \$16.0 million of its Series B Preferred Stock under the Small Business Lending Fund (the "SBLF") program. The SBLF program is a \$30 billion fund established under the Small Business Jobs Act of 2010 to encourage lending to small businesses by providing Tier 1 capital to qualified community banks with assets of less than \$10 billion. The Preferred Stock qualifies as Tier 1 capital for regulatory purposes and ranks senior to the Common Stock.

The Series B Preferred Stock pays noncumulative dividends. The dividend rate on the Series B Preferred Stock for the initial quarterly dividend period ending September 30, 2011 and each of the next nine quarterly dividend periods the Series B Preferred Stock is outstanding is determined each quarter based on the increase in the Bank's Qualified Small Business Lending. The dividend rate for the quarterly dividend periods ended June 30, 2013 and March 31, 2013, was 1.0000%. For the

tenth quarterly dividend period through four and one-half years after its issuance, the dividend rate on the Series B Preferred Stock will be fixed at the rate in effect at the end of the ninth quarterly dividend period and after four and one-half years from its issuance the dividend rate will be fixed at 9 percent per annum. On June 28, 2013, Salisbury declared a Series B Preferred Stock dividend of \$40,000, payable on July 1, 2013. The Series B Preferred Stock is non-voting, other than voting rights on matters that could adversely affect the Series B Preferred Stock. The Series B Preferred Stock is redeemable at any time at one hundred percent of the issue price plus any accrued and unpaid dividends.

On February 8, 2013, Salisbury granted a total of 19,600 shares of restricted stock pursuant to its 2011 Long Term Incentive Plan, which was approved by shareholders at the 2011 Annual Meeting, to 22 employees, including 5,000 shares to one Named Executive Officer, Richard J. Cantele, Jr., Chief Executive Officer and President.

Capital Requirements

Salisbury and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Under current regulatory definitions, Salisbury and the Bank are considered to be “well capitalized” for capital adequacy purposes. As a result, the Bank pays lower federal deposit insurance premiums than banks that are not “well capitalized.” Salisbury and the Bank's regulatory capital ratios are as follows:

| | Well | June 30, 2013 | | December 31, 2012 | |
|--|-------------|----------------|--------|-------------------|--------|
| | capitalized | Salisbury Bank | | Salisbury Bank | |
| Total Capital (to risk-weighted assets) | 10.00% | 16.48% | 13.72% | 16.63% | 13.77% |
| Tier 1 Capital (to risk-weighted assets) | 6.00 | 15.25 | 12.50 | 15.46 | 12.62 |
| Tier 1 Capital (to average assets) | 5.00 | 10.23 | 8.48 | 9.87 | 8.15 |

A well-capitalized institution, which is the highest capital category for an institution as defined by the Prompt Corrective Action Regulations issued by the FDIC and the FRB, is one which maintains a Total Risk-Based ratio of 10% or above, a Tier 1 Risk-Based ratio of 6% or above and a Leverage ratio of 5% or above, and is not subject to any written order, written agreement, capital directive, or prompt corrective action directive to meet and maintain a specific capital level. Maintaining strong capital is essential to Salisbury's and the Bank's safety and soundness. However, the effective management of capital resources requires generating attractive returns on equity to build value for shareholders while maintaining appropriate levels of capital to fund growth, meet regulatory requirements and be consistent with prudent industry practices.

In December 2010, the Basel Committee, a group of bank regulatory supervisors from around the world, released its final framework for strengthening international capital and liquidity regulation, now officially identified by the Basel Committee as “Basel III.” Basel III, when fully implemented by the U.S. bank regulatory agencies and fully phased-in, will require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity.

Given that the Basel III rules are subject to implementation and change and the scope and content of capital regulations that U.S. federal banking agencies may adopt under the Dodd-Frank Act is uncertain, we cannot be certain of the impact new capital regulations will have on our capital ratios.

Dividends

During the six month period ended June 30, 2013 Salisbury paid \$81,000 in Series B preferred stock dividends to the U.S. Treasury's SBLF program, and \$957,000 in common stock dividends.

The Board of Directors of Salisbury declared a common stock dividend of \$0.28 per common share payable on August 30, 2013 to shareholders of record on August 9, 2013. Common stock dividends, when declared, will generally be paid the last Friday of February, May, August and November, although Salisbury is not obligated to pay dividends on those dates or at any other time.

Salisbury's ability to pay cash dividends is substantially dependent on the Bank's ability to pay cash dividends to Salisbury. There are certain restrictions on the payment of cash dividends and other payments by the Bank to Salisbury. Under Connecticut law the Bank cannot declare a cash dividend except from net profits, defined as the remainder of all earnings from current operations. The total of all cash dividends declared by the Bank in any calendar year shall not, unless specifically approved by the Commissioner of Banking, exceed the total of its net profits of that year combined with its retained net profits of the preceding two years.

FRB Supervisory Letter SR 09-4, February 24, 2009, revised June 27, 2009, notes that, as a general matter, the board of directors of a BHC should inform the FRB and should eliminate, defer, or significantly reduce dividends if (1) net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (2) the prospective rate of earnings retention is not consistent with capital needs and overall current and prospective financial condition; or (3) the BHC will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Moreover, a BHC should inform the FRB reasonably in advance of declaring or paying a dividend that exceeds earnings for the period (e.g., quarter) for which the dividend is being paid or that could result in a material adverse change to the BHC capital structure.

Salisbury believes that the payment of common stock cash dividends is appropriate, provided that such payment considers Salisbury's capital needs, asset quality, and overall financial condition and does not adversely affect the financial stability of Salisbury or the Bank. The continued payment of common stock cash dividends by Salisbury will be dependent on Salisbury's and the Bank's future core earnings, financial condition and capital needs, regulatory restrictions, and other factors deemed relevant by the Board of Directors of Salisbury.

IMPACT OF INFLATION AND CHANGING PRICES

Salisbury's consolidated financial statements are prepared in conformity with generally accepted accounting principles that require the measurement of financial condition and operating results in terms of historical dollars without considering changes in the relative purchasing power of money, over time, due to inflation. Unlike most industrial companies, virtually all of the assets and liabilities of Salisbury are monetary and as a result, interest rates have a greater impact on Salisbury's performance than do the effects of general levels of inflation, although interest rates do not necessarily move in the same direction or with the same magnitude as the prices of goods and services. Although not a material factor in recent years, inflation could impact earnings in future periods.

FORWARD-LOOKING STATEMENTS

This Form 10-Q and future filings made by Salisbury with the Securities and Exchange Commission, as well as other filings, reports and press releases made or issued by Salisbury and the Bank, and oral statements made by executive officers of Salisbury and the Bank, may include forward-looking statements relating to such matters as:

- (a) assumptions concerning future economic and business conditions and their effect on the economy in general and on the markets in which Salisbury and the Bank do business; and
- (b) expectations for revenues and earnings for Salisbury and the Bank.

Such forward-looking statements are based on assumptions rather than historical or current facts and, therefore, are inherently uncertain and subject to risk. For those statements, Salisbury claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Salisbury notes that a variety of factors could cause the actual results or experience to differ materially from the anticipated results or other expectations described or implied by such forward-looking statements. The risks and uncertainties that may affect the operation, performance, development and results of Salisbury's and the Bank's business include the following:

- (a) the risk of adverse changes in business conditions in the banking industry generally and in the specific markets in which the Bank operates;
- (b) changes in the legislative and regulatory environment that negatively impacts Salisbury and Bank through increased operating expenses;
- (c) increased competition from other financial and non-financial institutions;
- (d) the impact of technological advances; and
- (e) other risks detailed from time to time in Salisbury's filings with the Securities and Exchange Commission.

Such developments could have an adverse impact on Salisbury's and the Bank's financial position and results of operations.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Salisbury manages its exposure to interest rate risk through its Asset/Liability Management Committee ("ALCO") using risk limits and policy guidelines to manage assets and funding liabilities to produce financial results that are consistent with Salisbury's liquidity, capital adequacy, growth, risk and profitability targets. Interest rate risk is the risk of loss to

future earnings due to changes in interest rates.

The ALCO manages interest rate risk using income simulation to measure interest rate risk inherent in Salisbury's financial instruments at a given point in time by showing the effect of interest rate shifts on net interest income over a 24-month horizon. In management's June 30, 2013 analysis, all of the simulations incorporate a static growth assumption over the simulation horizons. Additionally, the simulations take into account the specific re-pricing, maturity and prepayment characteristics of differing financial instruments that may vary under different interest rate scenarios.

The ALCO reviews the simulation results to determine whether Salisbury's exposure to change in net interest income remains within established tolerance levels over the simulation horizons and to develop appropriate strategies to manage this exposure. Salisbury's tolerance levels for changes in net interest income in its income simulations varies depending on the magnitude of interest rate changes and level of risk-based capital. All changes are measured in comparison to the projected net interest income that would result from an "unchanged" rate scenario where interest rates remain stable over the forecast horizon. The ALCO also evaluates the directional trends of net interest income, net interest margin and other financial measures over the forecast horizon for consistency with its liquidity, capital adequacy, growth, risk and profitability targets.

The ALCO uses four interest rate scenarios to evaluate interest risk exposure and may vary these interest rate scenarios to show the effect of steepening or flattening changes in yield curves as well as parallel changes in interest rates. At June 30, 2013 the ALCO used the following interest rate scenarios: (1) unchanged interest rates; (2) immediately rising interest rates – immediate non-parallel upward shift in market interest rates ranging from 300 basis points for short term rates to 300 basis points for the 10-year Treasury; (3) immediately falling interest rates – immediate non-parallel downward shift in market

interest rates ranging from 25 basis points for short term rates to 130 basis points for the 10-year Treasury; and (4) Static growth with assumption sensitivity stress testing with immediately rising interest rates – immediate non-parallel upward shift in market interest rates ranging from 300 basis points for short term rates to 300 basis points for the 10-year Treasury. Deposit rates are assumed to shift by lesser amounts due to their relative historical insensitivity to market interest rate movements. Further, deposits are assumed to have certain minimum rate levels below which they will not fall. Income simulations do not reflect adjustments in strategy that the ALCO could implement in response to rate shifts.

As of June 30, 2013 net interest income simulations indicated that the Bank's exposure to changing interest rates over the simulation horizons remained within its tolerance levels. The following table sets forth the estimated change in net interest income from an unchanged interest rate scenario over the periods indicated for changes in market interest rates using the Bank's financial instruments as of June 30, 2013:

| As of June 30, 2013 | Months 1-12 | Months 13-24 |
|--|----------------|-----------------|
| Immediately rising interest rates (static growth assumptions) | (15.33)% | (9.02)% |
| Immediately falling interest rates (static growth assumptions) | (1.17) | (3.91) |
| Immediately rising interest rates (static growth with assumption sensitivity stress testing) | (17.96) | (16.87) |

The negative exposure of net interest income to immediately and gradually rising rates as compared to the unchanged rate scenario results from a faster projected rise in the cost of funds versus income from earning assets, as relatively rate-sensitive money market and time deposits re-price faster than longer duration earning assets. The negative exposure of net interest income to immediately falling rates as compared to an unchanged rate scenario results from a greater decline in earning asset yields compared to rates paid on funding liabilities, as a result of faster prepayments on existing assets and lower reinvestment rates on future loans originated and securities purchased.

While the ALCO reviews simulation assumptions and back-tests simulation results to ensure that they are reasonable and current, income simulation may not always prove to be an accurate indicator of interest rate risk or future net interest margin. Over time, the re-pricing, maturity and prepayment characteristics of financial instruments and the composition of Salisbury's balance sheet may change to a different degree than estimated. Simulation modeling assumes Salisbury's expectation for future balance sheet growth, which is a function of the business environment and customer behavior. Another significant simulation assumption is the sensitivity of core savings deposits to fluctuations in interest rates. Income simulation results assume that changes in both core savings deposit rates and balances are related to changes in short-term interest rates. The assumed relationship between short-term interest rate changes and core deposit rate and balance changes used in income simulation may differ from the ALCO's estimates. Lastly, mortgage-backed securities and mortgage loans involve a level of risk that unforeseen changes in prepayment speeds may cause related cash flows to vary significantly in differing rate environments. Such changes could affect the level of reinvestment risk associated with cash flow from these instruments, as well as their market value. Changes in prepayment speeds could also increase or decrease the amortization of premium or accretion of discounts related to such instruments, thereby affecting interest income.

Salisbury also monitors the potential change in market value of its available-for-sale debt securities in changing interest rate environments. The purpose is to determine market value exposure that may not be captured by income simulation, but which might result in changes to Salisbury's capital and liquidity position. Results are calculated using industry-standard analytical techniques and securities data. Available-for-sale equity securities are excluded from this analysis because the market value of such securities cannot be directly correlated with changes in interest rates. The following table summarizes the potential change in market value of available-for-sale debt securities resulting from immediate parallel rate shifts:

| As of June 30, 2013 (in thousands) | Rates up 100bp | Rates up 200bp |
|------------------------------------|-------------------|-------------------|
|------------------------------------|-------------------|-------------------|

| | | |
|--|-----------|------------|
| U.S. Treasury notes | \$ (83) | \$ (163) |
| U.S. Government agency notes | (91) | (231) |
| Municipal bonds | (2,371) | (4,960) |
| Mortgage backed securities | (1,295) | (2,781) |
| Collateralized mortgage obligations | (345) | (706) |
| SBA pools | (9) | (17) |
| Total available-for-sale debt securities | \$(4,194) | \$ (8,858) |

Item 4. **CONTROLS AND PROCEDURES**

Evaluation of Disclosure Controls and Procedures

Salisbury’s management, including its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of Salisbury’s disclosure controls and procedures as of June 30, 2013. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective as of June 30, 2013.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that the information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange

Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports filed under the Exchange Act is accumulated and communicated to management, including the principle executive officer and principle financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls

In addition, based on an evaluation of its internal controls over financial reporting, no change in Salisbury’s internal control over financial reporting occurred during the quarter ended June 30, 2013 that has materially affected, or is reasonably likely to materially affect, Salisbury’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

The Bank is involved in various claims and legal proceedings arising out of the ordinary course of business.

As previously disclosed, the Bank, individually and in its capacity as a former Co-Trustee of the Erling C. Christophersen Revocable Trust (the "Trust"), was named as a defendant in litigation filed in the Connecticut Complex Litigation Docket in Stamford, captioned John Christophersen v. Erling Christophersen, et al., X08-CV-08-5009597S (the "First Action"). The Bank also was a counterclaim-defendant in related mortgage foreclosure litigation in the Connecticut Complex Litigation Docket in Stamford, captioned Salisbury Bank and Trust Company v. Erling C. Christophersen, et al., X08-CV-10-6005847-S (the "Foreclosure Action," together with the First Action, the "Actions"). The other parties to the Actions were John R. Christophersen; Erling C. Christophersen, individually and as Co-Trustee of the Trust; Bonnie Christophersen and Elena Dreiske, individually and as Co-Trustees of the Mildred B. Blount Testamentary Trust; People's United Bank; Law Offices of Gary Oberst, P.C.; Rhoda Rudnick; and Hinckley Allen & Snyder LLP.

The Actions involved a dispute over title to certain real property located in Westport, Connecticut that was conveyed by Erling Christophersen, as grantor, to the Trust on or about August 8, 2007. Subsequent to this conveyance, the Bank loaned \$3,386,609 to the Trust, which was secured by a commercial mortgage in favor of the Bank on the Westport property. This mortgage is the subject of the Foreclosure Action brought by the Bank.

As previously disclosed, John Christophersen initially claimed an interest in the Westport real property transferred to the Trust and sought to quiet title to the property and to recover money damages from the defendants for the alleged wrongful divestiture of his claimed interest in the property.

On June 25, 2012, the Bank and John R. Christophersen entered into a Settlement Agreement which resolved all differences between John R. Christophersen and the Bank, and resulted in the withdrawal (with prejudice) of the claims made by John R. Christophersen. All claims against the Bank have been withdrawn and the Bank is no longer a defendant or counterclaim defendant in any litigation involving the Actions. As an additional consequence of the Settlement Agreement, Bonnie Christophersen, Elena Dreiske and People's United Bank are no longer parties to any of the litigation referenced above.

On July 27, 2012, Erling Christophersen filed a Motion to Restore the First Action, and on October 15, 2012 filed a Motion to Stay the Foreclosure Action pending resolution of the Motion to Restore. The Bank opposed both motions. On February 1, 2013, the Court issued orders denying both motions. On February 14, 2013, Erling Christophersen filed a Notice of Appeal of the orders denying his Motion to Restore the First Action, and Motion to Stay the Foreclosure Action.

On April 4, 2013, the Bank moved to dismiss the appeal of the Foreclosure Action for lack of subject matter jurisdiction. The Appellate Court granted that motion on May 8, 2013. On June 6, 2013, the Appellate Court also denied Erling Christophersen's motion for reconsideration of its decision. Erling Christophersen's appeal of the order denying his Motion to Restore the First Action remains pending, and the Bank intends to vigorously oppose that appeal.

The Bank continues to proceed in its Foreclosure Action against Erling Christophersen. It has filed a motion to strike Erling Christophersen's special defenses and set-off claims, which is fully briefed and awaits adjudication by the court.

There are no other material pending legal proceedings, other than ordinary routine litigation incident to the registrant's business, to which Salisbury is a party or of which any of its property is subject.

Item 1A. RISK FACTORS

Not applicable

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

None

Item 3. DEFAULTS UPON SENIOR SECURITIES

None

Item 4. MINE SAFETY DISCLOSURES

Not Applicable

Item 5. OTHER INFORMATION

None

Item 6. EXHIBITS

3.1 Certificate of Incorporation of Salisbury Bancorp, Inc. (incorporated by reference to Exhibit 3.1 of Registrant's 1998 Registration Statement on Form S-4 filed April 23, 1998, File No.: 33-50857).

3.1.1 Amendment to Article Third of Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 of Registrant's Form 8-K filed March 11, 2009).

3.1.2 Certificate of Amendment to Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 of Registrant's Form 8-K filed March 19, 2009).

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- 3.1.3 Certificate of Amendment to Certificate of Incorporation for the Series B Preferred Stock (incorporated by reference to Registrant's Form 8-K filed on August 25, 2011).
- 3.2 Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of Form 8-K filed March 19, 2009).
- 10.1 Amended and Restated Supplemental Retirement Plan Agreement with John F. Perotti dated January 25, 2008 (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K filed January 30, 2008).
- 10.2 Consulting and Non-Compete Agreement dated June 1, 2009 by and between Salisbury and John F. Perotti. (incorporated by reference to Exhibit 10.2 of Registrant's 2010 Annual Report on Form 10-K filed March 31, 2011).
- 10.3 Letter Agreement dated March 13, 2009, including the Securities Purchase Agreement - Standard Terms, as supplemented by the letter dated March 13, 2009 relating to the American Recovery and Reinvestment Act to 2009 with the U.S. Treasury Department. (incorporated by reference to Exhibit 10.6 of Registrant's 2010 Annual Report on Form 10-K filed March 31, 2011).
- 10.4 Securities Purchase Agreement dated August 25, 2011 with the U.S. Treasury Department relating to the Small Business Lending Fund (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K filed on August 25, 2011).
- 10.5 Repurchase Letter Agreement between Salisbury and the United States Department of Treasury dated August 25, 2011 (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K filed on August 25, 2011).
- 10.6 2011 Long Term Incentive Plan adopted by the Board on March 25, 2011 and approved by the shareholders at Salisbury's 2011 Annual Meeting (incorporated by referenced to Exhibit 10.9 of Registrant's Annual Report on Form 10-K filed March 19, 2012).
- 10.7 Amendment Number One to 2011 Long Term Incentive Plan dated as of January 18, 2013.
- 10.8 Severance Agreement with Richard J. Cantele, Jr. dated February 11, 2013 (incorporated by reference to Exhibit 10.1 of Form 8-K filed February 15, 2013).
- 10.9 Participation Agreement of Richard J. Cantele, Jr. in the Non-Qualified Deferred Compensation Plan dated February 11, 2013 (incorporated by reference to Exhibit 10.2 of the Form 8-K filed on February 15, 2013).
- 10.10 Change in Control Agreement with Donald E. White dated April 1, 2013. (incorporated by reference to Exhibit 10.3 of Form 10-Q filed May 14, 2013).

31.1 Rule 13a-14(a)/15d-14(a) Certification.

31.2 Rule 13a-14(a)/15d-14(a) Certification.

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.

SALISBURY BANCORP, INC.

August 13, 2013 by /s/ Richard J. Cantele, Jr.
Richard J. Cantele, Jr.,
President and Chief Executive Officer

August 13, 2013 by /s/ Donald E. White
Donald E. White,
Executive Vice President and Chief Financial Officer