

ENTERPRISE BANCORP INC /MA/

Form 10-Q

November 07, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2014

Commission File Number: 001-33912

Enterprise Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of  
incorporation or organization)

04-3308902

(I.R.S. Employer Identification No.)

222 Merrimack Street, Lowell, Massachusetts

(Address of principal executive offices)

(978) 459-9000

(Registrant's telephone number, including area code)

01852

(Zip 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)  Yes  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 definition for "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

As of November 3, 2014, there were 10,164,892 shares of the issuer's common stock outstanding- Par Value \$0.01 per share



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## PART I-FINANCIAL INFORMATION

## Item 1 - Financial Statements

## ENTERPRISE BANCORP, INC.

## Consolidated Balance Sheets

(Dollars in thousands)	September 30, 2014 (Unaudited)	December 31, 2013
Assets		
Cash and cash equivalents:		
Cash and due from banks	\$49,310	\$41,362
Interest-earning deposits	5,457	10,153
Fed funds sold	—	2,218
Total cash and cash equivalents	54,767	53,733
Investment securities at fair value	236,753	215,369
Federal Home Loan Bank Stock	3,357	4,324
Loans held for sale	1,645	1,255
Loans, less allowance for loan losses of \$27,029 at September 30, 2014 and \$26,967 at December 31, 2013	1,585,745	1,497,089
Premises and equipment	30,000	29,891
Accrued interest receivable	6,684	6,186
Deferred income taxes, net	12,645	13,927
Bank-owned life insurance	16,215	15,902
Prepaid income taxes	1,636	443
Prepaid expenses and other assets	7,592	6,150
Goodwill	5,656	5,656
Total assets	\$1,962,695	\$1,849,925
Liabilities and Stockholders' Equity		
Liabilities		
Deposits	\$1,768,796	\$1,635,992
Borrowed funds	1,004	36,534
Junior subordinated debentures	10,825	10,825
Accrued expenses and other liabilities	19,317	14,675
Accrued interest payable	251	565
Total liabilities	\$1,800,193	\$1,698,591
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock, \$0.01 par value per share; 1,000,000 shares authorized; no shares issued	—	—
Common stock \$0.01 par value per share; 20,000,000 shares authorized; 10,153,933 shares issued and outstanding at September 30, 2014 (including 159,828 shares of unvested participating restricted awards) and 9,992,560 shares issued and outstanding at December 31, 2013 (including 170,365 shares of unvested participating restricted awards)	102	100
Additional paid-in-capital	55,763	52,936
Retained earnings	103,172	96,153
Accumulated other comprehensive income	3,465	2,145
Total stockholders' equity	\$162,502	\$151,334
Total liabilities and stockholders' equity	\$1,962,695	\$1,849,925

See the accompanying notes to the unaudited consolidated interim financial statements.

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ENTERPRISE BANCORP, INC.  
 Consolidated Statements of Income  
 (Unaudited)

(Dollars in thousands, except per share data)	Three months ended		Nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Interest and dividend income:				
Loans and loans held for sale	\$18,234	\$17,104	\$53,117	\$50,130
Investment securities	1,131	823	3,204	2,427
Other interest-earning assets	29	19	84	40
Total interest and dividend income	19,394	17,946	56,405	52,597
Interest expense:				
Deposits	1,005	1,013	3,031	3,043
Borrowed funds	3	6	33	92
Junior subordinated debentures	294	294	883	883
Total interest expense	1,302	1,313	3,947	4,018
Net interest income	18,092	16,633	52,458	48,579
Provision for loan losses	765	583	1,165	1,900
Net interest income after provision for loan losses	17,327	16,050	51,293	46,679
Non-interest income:				
Investment advisory fees	1,202	1,102	3,451	3,163
Deposit and interchange fees	1,268	1,229	3,727	3,518
Income on bank-owned life insurance, net	99	111	313	346
Net gains on sales of investment securities	215	83	830	1,031
Gains on sales of loans	135	171	283	728
Other income	621	472	1,679	1,574
Total non-interest income	3,540	3,168	10,283	10,360
Non-interest expense:				
Salaries and employee benefits	9,454	8,548	27,852	25,247
Occupancy and equipment expenses	1,588	1,449	4,881	4,508
Technology and telecommunications expenses	1,248	1,085	3,844	3,441
Advertising and public relations expenses	575	481	1,932	2,047
Audit, legal and other professional fees	453	439	1,294	1,264
Deposit insurance premiums	297	287	851	820
Supplies and postage expenses	257	232	776	719
Investment advisory and custodial expenses	143	134	409	394
Other operating expenses	1,100	1,126	3,546	3,256
Total non-interest expense	15,115	13,781	45,385	41,696
Income before income taxes	5,752	5,437	16,191	15,343
Provision for income taxes	1,921	1,904	5,540	5,298
Net income	\$3,831	\$3,533	\$10,651	\$10,045
Basic earnings per share	\$0.38	\$0.36	\$1.05	\$1.02
Diluted earnings per share	\$0.37	\$0.35	\$1.05	\$1.01
Basic weighted average common shares outstanding	10,143,055	9,932,060	10,099,593	9,824,984
Diluted weighted average common shares outstanding	10,228,501	10,026,588	10,184,264	9,909,019

See the accompanying notes to the unaudited consolidated interim financial statements.



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ENTERPRISE BANCORP, INC.  
 Consolidated Statements of Comprehensive Income  
 (Unaudited)

(Dollars in thousands)	Three months ended		Nine months ended		
	September 30,		September 30,		
	2014	2013	2014	2013	
Net income	\$3,831	\$3,533	\$10,651	\$10,045	
Other comprehensive income (loss), net of taxes:					
Gross unrealized holding gains (losses) on investments arising during the period	(283	) 431	2,905	(1,955	)
Income tax (expense) benefit	113	(136	) (1,049	) 748	
Net unrealized holding gains (losses), net of tax	(170	) 295	1,856	(1,207	)
Less: Reclassification adjustment for net gains included in net income					
Net realized gains on sales of securities during the period	215	83	830	1,031	
Income tax expense	(75	) (30	) (294	) (369	)
Reclassification adjustment for gains realized, net of tax	140	53	536	662	
Total other comprehensive income (loss)	(310	) 242	1,320	(1,869	)
Comprehensive income	\$3,521	\$3,775	\$11,971	\$8,176	

See the accompanying notes to the unaudited consolidated interim financial statements.



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## ENTERPRISE BANCORP, INC.

Consolidated Statement of Changes in Stockholders' Equity  
(Unaudited)

(Dollars in thousands)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance at December 31, 2013	\$100	\$52,936	\$96,153	\$2,145	\$151,334
Net income			10,651		10,651
Other comprehensive income, net				1,320	1,320
Tax benefit from exercise of stock options		3			3
Common stock dividend paid (\$0.36 per share)			(3,632)		(3,632)
Common stock issued under dividend reinvestment plan	1	916			917
Stock-based compensation	1	1,338			1,339
Stock options exercised, net	—	570			570
Balance at September 30, 2014	\$102	\$55,763	\$103,172	\$3,465	\$162,502

See the accompanying notes to the unaudited consolidated interim financial statements.

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ENTERPRISE BANCORP, INC.  
Consolidated Statements of Cash Flows  
(Unaudited)

(Dollars in thousands)	Nine months ended September 30,	
	2014	2013
Cash flows from operating activities:		
Net income	\$ 10,651	\$ 10,045
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,165	1,900
Depreciation and amortization	4,089	3,686
Stock-based compensation expense	1,325	1,239
Mortgage loans originated for sale	(13,948)	(31,751)
Proceeds from mortgage loans sold	13,841	39,975
Net gains on sales of loans	(283)	(728)
Net gains on sales of OREO	—	(121)
Net gains on sales of investments	(830)	(1,031)
Income on bank-owned life insurance, net	(313)	(346)
OREO fair value adjustment	—	23
Changes in:		
Accrued interest receivable	(498)	(7)
Prepaid expenses and other assets	(1,726)	6,686
Deferred income taxes	527	176
Accrued expenses and other liabilities	5,083	3,599
Accrued interest payable	(314)	(336)
Net cash provided by operating activities	18,769	33,009
Cash flows from investing activities:		
Proceeds from sales of investment securities available for sale	24,329	8,293
Net proceeds (purchases) from FHLB capital stock	967	(64)
Proceeds from maturities, calls and pay-downs of investment securities	30,311	13,730
Purchase of investment securities	(74,752)	(35,301)
Net increase in loans	(90,316)	(113,364)
Additions to premises and equipment, net	(2,949)	(4,281)
Proceeds from OREO sales and payments	—	652
Purchase of OREO	(457)	—
Net cash used in investing activities	(112,867)	(130,335)
Cash flows from financing activities:		
Net increase in deposits	132,804	178,920
Net decrease in borrowed funds	(35,530)	(24,660)
Cash dividends paid	(3,632)	(3,389)
Proceeds from issuance of common stock	917	948
Proceeds from the exercise of stock options	570	1,655
Tax benefit from the exercise of stock options	3	24
Net cash provided by financing activities	95,132	153,498
Net increase in cash and cash equivalents	1,034	56,172
Cash and cash equivalents at beginning of period	53,733	52,735
Cash and cash equivalents at end of period	\$ 54,767	\$ 108,907

Supplemental financial data:

Cash Paid For: Interest	\$4,261	\$4,354
Cash Paid For: Income Taxes	6,175	5,634

Supplemental schedule of non-cash investing activity:

Purchases of investment securities not yet settled	—	400
Transfer from loans to other real estate owned	290	168
Transfer from loans to other assets	205	—
Capital expenditures incurred not yet paid	276	247

See accompanying notes to the unaudited consolidated interim financial statements.

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ENTERPRISE BANCORP, INC.

Notes to the Unaudited Consolidated Interim Financial Statements

(1) Summary of Significant Accounting Policies

(a) Organization of Holding Company and Basis of Presentation

The accompanying unaudited consolidated interim financial statements and these notes should be read in conjunction with the December 31, 2013 audited consolidated financial statements and notes thereto contained in the 2013 Annual Report on Form 10-K of Enterprise Bancorp, Inc. (the “Company” or “Enterprise”), a Massachusetts corporation, as filed with the Securities and Exchange Commission (the “SEC”) on March 14, 2014. The Company has not changed its reporting policies from those disclosed in its 2013 Annual Report on Form 10-K.

The Company's unaudited consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiary, Enterprise Bank and Trust Company (the “Bank”). The Bank is a Massachusetts trust company organized in 1989. Substantially all of the Company's operations are conducted through the Bank.

The Bank's subsidiaries include Enterprise Insurance Services, LLC and Enterprise Investment Services, LLC, organized under the laws of the State of Delaware for the purposes of engaging in insurance sales activities and offering non-deposit investment products and services, respectively. In addition, the Bank has the following subsidiaries that are incorporated in the Commonwealth of Massachusetts and classified as security corporations in accordance with applicable Massachusetts General Laws: Enterprise Security Corporation; Enterprise Security Corporation II; and Enterprise Security Corporation III, which hold various types of qualifying securities. The security corporations are limited to conducting securities investment activities that the Bank itself would be allowed to conduct under applicable laws.

The Company has 22 full service branches serving the Merrimack Valley and North Central regions of Massachusetts and Southern New Hampshire. Through the Bank and its subsidiaries, the Company offers a range of commercial and consumer loan products, deposit and cash management products, investment advisory and wealth management, trust and insurance services. The services offered through the Bank and its subsidiaries are managed as one strategic unit and represent the Company's only reportable operating segment.

Pursuant to the Accounting Standards Codification (“ASC”) Topic 810 “Consolidation of Variable Interest Entities,” issued by the Financial Accounting Standards Board (“FASB”), the Company carries Junior Subordinated Debentures as a liability on its consolidated interim financial statements, along with the related interest expense. The debentures were issued by a statutory business trust (the “Trust”) created by the Company in March 2000 under the laws of the State of Delaware, and the trust preferred securities issued by the Trust, and the related non-interest expense, are excluded from the Company's consolidated interim financial statements.

The Federal Deposit Insurance Corporation (the “FDIC”) and the Massachusetts Division of Banks (the “Division”) have regulatory authority over the Bank. The Bank is also subject to certain regulatory requirements of the Board of Governors of the Federal Reserve System (the “Federal Reserve Board”) and, with respect to its New Hampshire branch operations, the New Hampshire Banking Department. The business and operations of the Company are subject to the regulatory oversight of the Federal Reserve Board. The Division also retains supervisory jurisdiction over the Company.

The accompanying unaudited consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and the instructions for Form 10-Q through the rules and interpretive releases of the SEC under federal securities law. In the

opinion of management, the accompanying unaudited consolidated interim financial statements reflect all necessary adjustments consisting of normal recurring accruals for a fair presentation. All significant intercompany balances and transactions have been eliminated in the accompanying unaudited consolidated interim financial statements. Interim results are not necessarily indicative of results to be expected for the entire year.

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(b) Critical Accounting Estimates

In preparing the unaudited consolidated interim financial statements in conformity with GAAP, management is required to exercise judgment in determining many of the methodologies, assumptions and estimates to be utilized. These estimates and assumptions affect the reported values of assets and liabilities as of the balance sheet date and income and expenses for the period then ended. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates should the assumptions and estimates used change over time due to changes in circumstances. Changes in those estimates resulting from continuing change in the economic environment and other factors will be reflected in the financial statements and results of operations in future periods.

As discussed in the Company's 2013 Annual Report on Form 10-K, the three most significant areas in which management applies critical assumptions and estimates that are particularly susceptible to change relate to the determination of the allowance for loan losses, impairment review of investment securities and the impairment review of goodwill. Refer to Note 1, "Summary of Significant Accounting Policies," to the Company's consolidated financial statements included in the Company's 2013 Annual Report on Form 10-K for significant accounting policies. The Company has not changed its significant accounting policies from those disclosed in its 2013 Annual Report filed on Form 10-K.

(c) Reporting Comprehensive Income

Comprehensive income is defined as all changes to equity except investments by and distributions to stockholders. Net income is one component of comprehensive income, with other components referred to in the aggregate as other comprehensive income. The Company's only other comprehensive income component is the net unrealized holding gains or losses on investments available-for-sale, net of deferred income taxes. Pursuant to Accounting Standards Update ("ASU") No. 2013-02, Comprehensive Income (Topic 220): Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income, the Company initially excludes these unrealized holding gains and losses from net income; however, they are later reported as reclassifications out of accumulated other comprehensive income into net income when the securities are sold. When securities are sold, the reclassification of realized gains and losses on available-for-sale securities are included on the Consolidated Statements of Income under the "non-interest income" subheading on the line item "net gains on sales of investment securities" and the related income tax expense is included in the line item "provision for income taxes," both of which are also detailed on the Consolidated Statements of Comprehensive Income under the subheading "reclassification adjustment for net gains included in net income."

(d) Restricted Investments

As a member of the Federal Home Loan Bank of Boston ("FHLB"), the Company is required to purchase certain levels of FHLB capital stock in association with the Company's borrowing relationship from the FHLB. This stock is classified as a restricted investment and carried at cost, which management believes approximates fair value. FHLB stock represents the only restricted investment held by the Company.

In conjunction with the other-than-temporary-impairment ("OTTI") review on available-for-sale investments (See Note 2, "Investments," for additional information), management also regularly reviews its holdings of FHLB stock for OTTI. Based on management's ongoing review, the Company has not recorded any OTTI charges on this investment to date. If it was determined that a write-down of FHLB stock was required, impairment would be recognized through

a charge to earnings.

(e) Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax attributable to differences between the financial statement carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities will be adjusted accordingly through the provision for income taxes.

The Company's policy is to classify interest resulting from underpayment of income taxes as income tax expense in the first period the interest would begin accruing according to the provisions of the relevant tax law. The Company classifies penalties resulting from underpayment of income taxes as income tax expense in the period for which the Company claims or expects to claim an uncertain tax position or in the period in which the Company's judgment changes regarding an uncertain tax position.

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The income tax provisions will differ from the expense that would result from applying the federal statutory rate to income before taxes, primarily due to the impact of tax exempt interest from certain investment securities, loans and bank owned life insurance.

The Company did not have any unrecognized tax benefits accrued as income tax liabilities or receivables or as deferred tax items at September 30, 2014. The Company is subject to U.S. federal and state income tax examinations by taxing authorities for the 2011 through 2013 tax years.

(f) Recent Accounting Pronouncements

In January 2014, FASB issued ASU No. 2014-04, Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40) - Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The amendments are intended to reduce diversity of practice by clarifying when a creditor should be considered to have received physical possession of residential real estate property collateralizing a residential mortgage loan, such that the loan should be removed, and the real estate property recognized, on the financial statements. Additionally, the amendments require interim and annual disclosure of both the amount of foreclosed residential real estate property held by the creditor and the recorded investment in collateralized residential mortgage loans that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in this ASU are effective for public business entities for annual periods and interim reporting periods beginning after December 15, 2014. As this ASU primarily offers clarification of existing standards and added disclosures, the adoption of this ASU in the first quarter of 2015 is not expected to have a material impact on the Company's financial statements, or results of operations.

In January 2014, the FASB issued ASU No. 2014-01, Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects. The amendments in this ASU apply to all reporting entities that invest in qualified affordable housing projects through limited liability entities that are flow through entities for tax purposes. The amendments in this ASU eliminate the effective yield election and permit reporting entities to make an accounting policy election to account for such investments using the proportional amortization method if certain conditions are met. Those not electing the proportional amortization method would account for the investment using the equity method or cost method. The decision to apply the proportional amortization method of accounting is an accounting policy decision that must be applied consistently to all qualifying affordable housing project investments rather than a decision to be applied to individual investments. The amendments in this ASU are to be applied retrospectively to all periods presented. The amendments in this ASU are effective for public business entities for annual periods and interim reporting periods beginning after December 15, 2014. Early adoption is permitted. The adoption by the Company of this ASU, on the effective date, is not expected to have a material impact on the Company's financial statements, or results of operations.



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## (2)Investments

The amortized cost and carrying values of investment securities at the dates specified are summarized as follows:

(Dollars in thousands)	September 30, 2014			Fair Value
	Amortized cost	Unrealized gains	Unrealized losses	
Federal agency obligations <sup>(1)</sup>	\$54,457	\$55	\$174	\$54,338
Federal agency mortgage backed securities (MBS) (1)	91,875	613	945	91,543
Municipal securities	66,544	2,201	52	68,693
Corporate bonds	7,041	58	25	7,074
Total fixed income securities	219,917	2,927	1,196	221,648
Equity investments	11,543	3,568	6	15,105
Total available for sale securities, at fair value	\$231,460	\$6,495	\$1,202	\$236,753

  

(Dollars in thousands)	December 31, 2013			Fair Value
	Amortized cost	Unrealized gains	Unrealized losses	
Federal agency obligations <sup>(1)</sup>	\$55,440	\$146	\$43	\$55,543
Federal agency mortgage backed securities (MBS) (1)	80,997	367	1,714	79,650
Municipal securities	60,675	1,604	325	61,954
Corporate bonds	5,080	29	55	5,054
Total fixed income securities	202,192	2,146	2,137	202,201
Equity investments	9,960	3,228	20	13,168
Total available for sale securities, at fair value	\$212,152	\$5,374	\$2,157	\$215,369

These categories may include investments issued or guaranteed by government sponsored enterprises such as Fannie Mae (FNMA), Freddie Mac (FHLMC), Ginnie Mae (GNMA), Federal Farm Credit Bank, or one of several Federal Home Loan Banks. All agency MBS/Collateralized Mortgage Obligations ("CMOs") investments owned by the Company are backed by residential mortgages.

Included in the carrying amount of the federal agency MBS category were CMOs totaling \$14.3 million and \$17.4 million at September 30, 2014 and December 31, 2013, respectively.

At September 30, 2014, the equity portfolio consisted primarily of investments in a diversified group of mutual funds, with a small portion of the portfolio (approximately 16%) invested in individual common stock of entities in the financial services industry.

Net unrealized appreciation and depreciation on investments available for sale, net of applicable income taxes, are reflected as a component of accumulated other comprehensive income.

The net unrealized gain or loss in the Company's fixed income portfolio fluctuates as market interest rates rise and fall. Due to the fixed rate nature of this portfolio, as market rates fall the value of the portfolio rises, and as market rates rise, the value of the portfolio declines. The unrealized gains or losses on fixed income investments will also decline as the securities approach maturity, or if the issuer is credit impaired. Unrealized gains or losses will be recognized in the statements of income if the securities are sold. However, if an unrealized loss on a fixed income investment is deemed to be other than temporary, the credit loss portion is charged to earnings and the noncredit portion is recognized in accumulated other comprehensive income.

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The net unrealized gain or loss on equity securities will fluctuate based on changes in the market value of the mutual funds and individual securities held in the portfolio. Unrealized gains or losses will be recognized in the statements of income if the securities are sold. However, if an unrealized loss on an equity security is deemed to be other than temporary prior to a sale, the loss is charged to earnings.

Management regularly reviews the portfolio for securities with unrealized losses that are other-than-temporarily impaired. During the nine months ended September 30, 2014 and 2013, the Company did not record any fair value impairment charges on its investments. As of September 30, 2014, there were a total of 55 investments (fixed income and equity), with a fair market value of \$78.0 million, in an unrealized loss position totaling \$1.2 million, including unrealized losses of \$950 thousand that have been temporarily impaired for 12 months or longer. Management attributes these unrealized losses to increases in current market yields compared to the yields at the time the investments were purchased by the Company. Management does not consider these investments to be other-than-temporarily impaired at September 30, 2014, because (1) the decline in market value is not attributable to credit quality for fixed income securities or a fundamental deterioration in the equity fund or issuers, and (2) the Company does not intend to, and it is more likely than not that it will not be required to, sell those investments prior to a market price recovery or maturity.

In assessing the Company's federal agency MBS investments and federal agency obligations, the contractual cash flows of these investments are guaranteed by an agency of the U.S. Government, and the agency that issued these securities is sponsored by the U.S. Government. Accordingly, it is expected that the securities would not be settled at a price less than the par value of the Company's investments. Management's assessment of other fixed income investments within the portfolio includes reviews of market pricing, ongoing credit quality evaluations, assessment of the investment's materiality, and duration of the unrealized loss position. In addition, the Company utilizes an outside registered investment adviser to manage the corporate and municipal bond portfolios, within prescribed guidelines set by management. At September 30, 2014, the Company's corporate and municipal bond portfolios did not contain any securities below investment grade, as reported by major credit rating agencies. For equities and funds, management's assessment includes the severity of the declines, whether it is unlikely that the security or fund will completely recover its unrealized loss within a reasonable time period and if the equity security or fund exhibits fundamental deterioration.

The contractual maturity distribution at September 30, 2014 of total fixed income investments is as follows:

	Within One Year		After One, But Within Five Years		After Five, But Within Ten Years		After Ten Years			
	Amortized Cost	Yields	Amortized Cost	Yields	Amortized Cost	Yields	Amortized Cost	Yields		
At amortized cost:										
Federal agency obligations	\$5,003	0.59 %	\$28,011	1.37 %	\$21,443	1.95 %	\$—	— %		
MBS	4	1.29 %	2,423	2.49 %	5,896	2.98 %	83,552	2.16 %		
Municipal securities	4,670	2.05 %	24,538	3.30 %	26,664	4.24 %	10,672	4.73 %		
Corporate bonds	100	1.26 %	4,287	1.60 %	2,654	3.02 %	—	— %		
Total fixed income securities	\$9,777	1.29 %	\$59,259	2.23 %	\$56,657	3.18 %	\$94,224	2.45 %		
At fair value:										
	\$9,811		\$60,186		\$57,654		\$93,997			

Total fixed income  
securities

Scheduled contractual maturities shown above may not reflect the actual maturities of the investments. The actual MBS/CMO cash flows likely will be faster than presented above due to prepayments and amortization. Similarly, included in the carrying value of fixed income investments above are callable securities, comprised of municipal securities, federal agency obligations and corporate bonds totaling \$36.1 million, which can be redeemed by the issuer prior to the maturity presented above. Management considers these early payment factors when evaluating the interest rate risk in the Company's asset-liability management program.

From time to time, the Company may pledge securities as collateral against deposit account balances of municipal deposit customers, and for borrowing capacity with the FHLB and the Federal Reserve Bank of Boston (the "FRB"). The fair value of securities pledged as collateral for these purposes was \$221.6 million at September 30, 2014.

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See Note 8, "Fair Value Measurements" below for further information regarding the Company's fair value measurements for available-for-sale securities.

**(3) Loans**

The Company specializes in lending to business entities, non-profit organizations, professionals and individuals. The Company's primary lending focus is on the development of high quality commercial relationships achieved through active business development efforts, long-term relationships with established commercial developers, strong community involvement and focused marketing strategies. Loans made to businesses include commercial mortgage loans, construction and land development loans, secured and unsecured commercial loans and lines of credit, and standby letters of credit. The Company also originates equipment lease financing for businesses. Loans made to individuals include conventional residential mortgage loans, home equity loans and lines, residential construction loans on primary and secondary residences, and secured and unsecured personal loans and lines of credit. The Company manages its loan portfolio to avoid concentration by industry and loan size to lessen its credit risk exposure.

See Note 4, "Allowance for Loan Losses," for information on the Company's credit risk management, non-accrual, impaired and troubled debt restructured loans and the allowance for loan losses.

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

(Dollars in thousands)	September 30, 2014	December 31, 2013
Commercial real estate	\$843,648	\$820,299
Commercial and industrial	396,990	357,056
Commercial construction	142,352	132,507
Total commercial loans	1,382,990	1,309,862
Residential mortgages	143,825	132,721
Home equity loans and lines	77,983	74,354
Consumer	9,654	8,643
Total retail loans	231,462	215,718
Gross loans	1,614,452	1,525,580
Deferred loan origination fees, net	(1,678)	(1,524)
Total loans	1,612,774	1,524,056
Allowance for loan losses	(27,029)	(26,967)
Net loans	\$1,585,745	\$1,497,089

**Loan Categories****- Commercial loans:**

Commercial real estate loans include loans secured by both owner-use and non-owner occupied real estate. These loans are typically secured by a variety of commercial and industrial property types including one-to-four and multi-family apartment buildings, office or mixed-use facilities, strip shopping centers, or other commercial property

and are generally guaranteed by the principals of the borrower. Commercial real estate loans generally have repayment periods of approximately fifteen to twenty-five years. Variable interest rate loans have a variety of adjustment terms and indices, and are generally fixed for an initial period before periodic rate adjustments begin.

Commercial and industrial loans include seasonal revolving lines of credit, working capital loans, equipment financing (including equipment leases), and term loans. Also included in commercial and industrial loans are loans partially guaranteed by the U.S. Small Business Administration ("SBA"), loans under various programs issued in conjunction with the

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Massachusetts Development Finance Agency and other agencies. Commercial and industrial credits may be unsecured loans and lines to financially strong borrowers, secured in whole or in part by real estate unrelated to the principal purpose of the loan or secured by inventories, equipment, or receivables, and are generally guaranteed by the principals of the borrower. Variable rate loans and lines in this portfolio have interest rates that are periodically adjusted, with loans generally having fixed initial periods. Commercial and industrial loans have average repayment periods of one to seven years.

Commercial construction loans include the development of residential housing and condominium projects, the development of commercial and industrial use property, and loans for the purchase and improvement of raw land. These loans are secured in whole or in part by the underlying real estate collateral and are generally guaranteed by the principals of the borrowers. Construction lenders work to cultivate long-term relationships with established developers. The Company limits the amount of financing provided to any single developer for the construction of properties built on a speculative basis. Funds for construction projects are disbursed as pre-specified stages of construction are completed. Regular site inspections are performed, either by experienced construction lenders on staff or by independent outside inspection companies, at each construction phase, prior to advancing additional funds. Commercial construction loans generally are variable rate loans and lines with interest rates that are periodically adjusted and generally have terms of one to three years.

From time to time, the Company participates with other banks in the financing of certain commercial projects. In some cases, the Company may act as the lead lender, originating and servicing the loans, but participating out a portion of the funding to other banks. In other cases, the Company may participate in loans originated by other institutions. In each case, the participating bank funds a percentage of the loan commitment and takes on the related risk. In each case in which the Company participates in a loan, the rights and obligations of each participating bank are divided proportionately among the participating banks in an amount equal to their share of ownership and with equal priority among all banks. The balances participated out to other institutions are not carried as assets on the Company's financial statements. Loans originated by other banks in which the Company is the participating institution are carried in the loan portfolio at the Company's pro rata share of ownership. The Company performs an independent credit analysis of each commitment and a review of the participating institution prior to participation in the loan. Loans originated by other banks in which the Company is the participating institution amounted to \$51.7 million at September 30, 2014 and \$34.5 million at December 31, 2013.

Standby letters of credit are conditional commitments issued by the Company to guarantee the financial obligation or performance by a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. If the letter of credit is drawn upon, a loan is created for the customer, generally a commercial loan, with the same criteria associated with similar commercial loans.

- Residential loans:

Enterprise originates conventional mortgage loans on one-to-four family residential properties. These properties may serve as the borrower's primary residence, vacation homes, or investment properties. Loan to value limits vary, generally from 80% for adjustable rate and multi-family, owner occupied properties, up to 97% for fixed rate loans on single family, owner-occupied properties, with mortgage insurance coverage required for loan-to-value ratios greater than 80% based on program parameters. In addition, financing is provided for the construction of owner-occupied primary and secondary residences. Residential mortgage loans may have terms of up to 30 years at either fixed or adjustable rates of interest. Fixed and adjustable rate residential mortgage loans are generally originated using secondary market underwriting and documentation standards.

Depending on the current interest rate environment, management projections of future interest rates and the overall asset-liability management program of the Company, management may elect to sell those fixed and adjustable rate residential mortgage loans which are eligible for sale in the secondary market, or hold some or all of this residential loan production for the Company's portfolio. Mortgage loans are generally not pooled for sale, but instead sold on an individual basis. The Company may retain or sell the servicing when selling the loans. Loans sold are subject to standard secondary market underwriting and eligibility representations and warranties over the life of the loan and are subject to an early payment default period covering the first four payments for certain loan sales. Loans classified as held for sale are carried as a separate line item on the balance sheet.

- Home equity loans and lines of credit:

Home equity term loans are originated for one-to-four family residential properties with maximum original loan to value ratios generally up to 80% of the assessed or appraised value of the property securing the loan. Home equity loan payments consist of



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monthly principal and interest based on amortization ranging from three to fifteen years. The rates may also be fixed for three to fifteen years.

The Company originates home equity revolving lines of credit for one-to-four family residential properties with maximum original loan to value ratios generally up to 80% of the appraised value of the property securing the loan. Home equity lines generally have interest rates that adjust monthly based on changes in the Prime Rate, although minimum rates may be applicable. Some home equity line rates may be fixed for a period of time and then adjusted monthly thereafter. The payment schedule for home equity lines requires interest only payments for the first ten years of the lines. Generally at the end of ten years, the line may be frozen to future advances, and principal plus interest payments are collected over a fifteen-year amortization schedule or, for eligible borrowers meeting certain requirements, the line availability may be extended for an additional interest only period.

- Consumer loans:

Consumer loans primarily consist of secured or unsecured personal loans, loans under energy efficiency financing programs in conjunction with Massachusetts public utilities, and overdraft protection lines on checking accounts extended to individual customers. The aggregate amount of overdrawn deposit accounts are reclassified as loan balances.

Loans serviced for others

At September 30, 2014 and December 31, 2013, the Company was servicing residential mortgage loans owned by investors amounting to \$19.2 million and \$20.6 million, respectively. Additionally, the Company was servicing commercial loans participated out to various other institutions amounting to \$41.4 million and \$52.1 million at September 30, 2014 and December 31, 2013, respectively. See the discussion above for further information regarding commercial participations.

Loans serving as collateral

Loans designated as qualified collateral and pledged to the FHLB for borrowing capacity are summarized below:

(Dollars in thousands)	September 30, 2014	December 31, 2013
Commercial real estate	\$289,394	\$320,908
Residential mortgages	106,941	97,626
Home equity	16,630	17,548
Total loans pledged to FHLB	\$412,965	\$436,082

(4) Allowance for Loan Loss

While the Company manages its loan portfolio to avoid concentration by industry and loan size to lessen its credit risk exposure, inherent in the lending process is the risk of loss due to customer non-payment, or "credit risk." The Company endeavors to minimize this risk through sound underwriting practices and the risk management function, however, management recognizes that loan losses will occur and that the amount of these losses will fluctuate depending on the risk characteristics of the loan portfolio and economic conditions. The allowance for loan losses is an estimate of probable credit risk inherent in the loan portfolio as of the specified balance sheet dates.

Allowance for probable loan losses methodology

On a quarterly basis, management prepares an estimate of the allowance necessary to cover estimated credit losses. The Company maintains the allowance at a level that it deems adequate to absorb all reasonably anticipated losses from specifically known and other credit risks associated with the portfolio. The Company uses a systematic methodology to measure the amount of estimated loan loss exposure inherent in the portfolio for purposes of establishing a sufficient allowance for loan losses. The methodology makes use of specific reserves for loans individually evaluated and deemed impaired, and general reserves for larger groups of homogeneous loans. In making its assessment on the adequacy of the allowance, management considers several quantitative and qualitative factors that could have an effect on the credit quality of the portfolio including, individual assessment of larger and high risk credits, delinquency trends and the level of non-performing loans, impaired and restructured loans, net charge-offs, the growth and composition of the loan portfolio,

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expansion in geographic market area and the strength of the local and national economy, among other factors.

There have been no material changes in the Company's underwriting practices, credit risk management system, or to the allowance assessment methodology used to estimate loan loss exposure as reported in the Company's most recent Annual Report on Form 10-K. Refer to heading "Allowance for probable loan losses methodology" contained in Note 4 "Allowance For Loan Losses," to the Company's consolidated financial statements contained in the Company's 2013 Annual Report on Form 10-K for further discussion of management's methodology used to estimate the loan loss exposure inherent in the portfolio for purposes of establishing a sufficient allowance.

The balances of loans as of September 30, 2014 by segment and evaluation method are summarized as follows:

(Dollars in thousands)	Loans individually		Total Loans
	evaluated for impairment	Loans collectively evaluated for impairment	
Commercial real estate	\$ 13,940	\$ 829,708	\$ 843,648
Commercial and industrial	10,877	386,113	396,990
Commercial construction	2,900	139,452	142,352
Residential	1,625	142,200	143,825
Home equity	205	77,778	77,983
Consumer	22	9,632	9,654
Deferred Fees	—	(1,678	) (1,678
Total loans	\$ 29,569	\$ 1,583,205	\$ 1,612,774

The balances of loans as of December 31, 2013 by segment and evaluation method are summarized as follows:

(Dollars in thousands)	Loans individually		Total Loans
	evaluated for impairment	Loans collectively evaluated for impairment	
Commercial real estate	\$ 15,139	\$ 805,160	\$ 820,299
Commercial and industrial	10,579	346,477	357,056
Commercial construction	3,358	129,149	132,507
Residential	619	132,102	132,721
Home equity	108	74,246	74,354
Consumer	23	8,620	8,643
Deferred Fees	—	(1,524	) (1,524
Total loans	\$ 29,826	\$ 1,494,230	\$ 1,524,056

Credit Quality Indicators

The level of adversely classified loans and delinquent and non-performing assets is largely a function of economic conditions, the overall banking environment, the Company's underwriting, and credit risk management standards. The Company's commercial lending focus may entail significant additional risks compared to long term financing on existing, owner-occupied residential real estate. The Company endeavors to minimize this risk through sound underwriting practices and the risk management function. The credit risk management function focuses on a wide variety of factors, including, among others, current and expected economic conditions, the real estate market, the financial condition of borrowers, the ability of borrowers to adapt to changing conditions or circumstances affecting their business and the continuity of borrowers' management teams. Early detection of credit issues is critical to minimize credit losses. Accordingly, management regularly monitors these factors, among others, through ongoing

credit reviews by the Credit Department, an external loan review service, reviews by members of senior management and the Loan Committee of the Board of Directors. This review includes the assessment of internal credit quality indicators such as the risk classification of individual loans, adversely classified loans, past due and non-accrual loans, impaired and restructured loans, and the level of foreclosure activity, as well as trends in the general levels of these indicators. However, despite prudent loan underwriting and ongoing credit risk management, adverse changes within the Company's market area or deterioration in the local, regional or national economic conditions could negatively impact the portfolio's credit risk profile and the Company's asset quality in the future.

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The loan portfolio has experienced a level of modest credit stabilization compared to the 2013 periods, as indicated by the improving statistics related to adversely classified, non-accrual, and impaired loans, and the low number and level of Other Real Estate Owned ("OREO") properties held as of September 30, 2014. Given the size and commercial mix of the Company's loan portfolio, management considers the current statistics to be reflective of the lagging effect that the regional economic environment has had on the local commercial markets and its impact on the credit profile of such a portfolio.

Adversely Classified Loans

The Company's loan risk rating system classifies loans depending on risk of loss characteristics. The classifications range from "substantially risk free" for the highest quality loans and loans that are secured by cash collateral, to the more severe adverse classifications of "substandard," "doubtful" and "loss" based on criteria established under banking regulations.

Loans classified as substandard include those loans characterized by the distinct possibility that the Company will sustain some loss if deficiencies are not corrected. These loans are inadequately protected by the sound net worth and paying capacity of the borrower; repayment has become increasingly reliant on collateral liquidation or reliance on guaranties; credit weaknesses are well-defined; and, borrower cash flow is insufficient to meet required debt service specified in loan terms and to meet other obligations, such as trade debt and tax payments.

Loans classified as doubtful have all the weaknesses inherent in a substandard rated loan with the added characteristic that the weaknesses make collection or full payment from liquidation, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The probability of loss is extremely high, but because of certain important and reasonably specific pending factors which may work to the advantage and strengthening of the loan, its classification as an estimated loss is deferred until more exact status may be determined.

Loans classified as loss are generally considered uncollectible at present, although long term recovery of part or all of loan proceeds may be possible. These "loss" loans would require a specific loss reserve or charge-off.

Adversely classified loans may be accruing or on non-accrual status and may be additionally designated as impaired or restructured, or some combination thereof. Loans which are evaluated to be of weaker credit quality are reviewed on a more frequent basis by management.

The following tables present the Company's credit risk profile for each class of loan in its portfolio by internally assigned risk rating category at the periods indicated.

(Dollars in thousands)	September 30, 2014			Not Adversely Classified	Gross Loans
	Substandard	Doubtful	Loss		
Commercial real estate	\$9,865	\$1,207	\$30	\$832,546	\$843,648
Commercial and industrial	11,242	49	90	385,609	396,990
Commercial construction	2,983	—	—	139,369	142,352
Residential	2,050	—	—	141,775	143,825
Home equity	495	—	—	77,488	77,983
Consumer	40	—	—	9,614	9,654
Total gross loans	\$26,675	\$1,256	\$120	\$1,586,401	\$1,614,452



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(Dollars in thousands)	December 31, 2013			Not Adversely Classified	Gross Loans
	Adversely Classified				
	Substandard	Doubtful	Loss		
Commercial real estate	\$13,545	\$1,266	\$—	\$805,488	\$820,299
Commercial and industrial	7,908	51	236	348,861	357,056
Commercial construction	3,358	—	—	129,149	132,507
Residential	1,012	—	—	131,709	132,721
Home equity	500	—	—	73,854	74,354
Consumer	40	—	—	8,603	8,643
Total gross loans	\$26,363	\$1,317	\$236	\$1,497,664	\$1,525,580

The minor shift in adversely classified loan balances amongst the categories since the prior period was due to a variety of activity including: credit rating upgrades, primarily in commercial real estate; payoffs; the foreclosure sale of underlying collateral with payoff on a larger commercial real estate relationship; and charge-offs, primarily commercial real estate and commercial and industrial loans; partially offset by additional credit downgrades, particularly in commercial and industrial and residential mortgage loans during the period.

**Past Due and Non-Accrual Loans**

Loans on which the accrual of interest has been discontinued are designated as non-accrual loans. Accrual of interest on loans is generally discontinued when a loan becomes contractually past due, with respect to interest or principal, by 90 days, or when reasonable doubt exists as to the full and timely collection of interest or principal. When a loan is placed on non-accrual status, all interest previously accrued but not collected is reversed against current period interest income. Interest payments received on loans in a non-accrual status are generally applied to principal on the books of the Company. Interest accruals are resumed on such loans only when payments are brought current and have remained current for a period of 180 days and when, in the judgment of management, the collectability of both principal and interest is reasonably assured. Additionally, deposit accounts overdrawn for 90 or more days are included in the consumer non-accrual numbers below.

The following tables present age analysis of past due loans as of the dates indicated.

**Balance at September 30, 2014**

(Dollars in thousands)	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due (non- accrual)	Total Past Due Loans	Current Loans	Gross Loans
Commercial real estate	\$4,265	\$2,902	\$8,028	\$15,195	\$828,453	\$843,648
Commercial and industrial	1,638	540	5,865	8,043	388,947	396,990
Commercial construction	3,833	68	669	4,570	137,782	142,352
Residential	537	685	1,677	2,899	140,926	143,825
Home equity	29	—	276	305	77,678	77,983
Consumer	18	13	25	56	9,598	9,654
Total gross loans	\$10,320	\$4,208	\$16,540	\$31,068	\$1,583,384	\$1,614,452

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## Balance at December 31, 2013

(Dollars in thousands)	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due (non- accrual)	Total Past Due Loans	Current Loans	Gross Loans
Commercial real estate	\$1,142	\$1,575	\$10,561	\$13,278	\$807,021	\$820,299
Commercial and industrial	680	908	5,743	7,331	349,725	357,056
Commercial construction	196	—	1,118	1,314	131,193	132,507
Residential	1,110	127	633	1,870	130,851	132,721
Home equity	211	10	281	502	73,852	74,354
Consumer	106	18	10	134	8,509	8,643
Total gross loans	\$3,445	\$2,638	\$18,346	\$24,429	\$1,501,151	\$1,525,580

At September 30, 2014 and December 31, 2013, all loans 90 days or more past due were carried as non-accrual. Included in the consumer non-accrual numbers in the table above were \$16 thousand and \$3 thousand of overdraft deposit account balances 90 days or more past due at September 30, 2014 and December 31, 2013, respectively. Total non-performing loans amounted to \$16.5 million and \$18.3 million at September 30, 2014 and December 31, 2013, respectively. Non-accrual loans which were not adversely classified amounted to \$229 thousand at September 30, 2014 and \$577 thousand at December 31, 2013. These balances primarily represented the guaranteed portions of non-performing SBA loans. The majority of the non-accrual loan balances were also carried as impaired loans during the periods noted, and are discussed further below. The increase in loans 30-59 days past due occurred within the commercial portfolios at September 30, 2014, with the majority of these loans having subsequent payments made by mid-October.

The ratio of non-accrual loans to total loans amounted to 1.03% at September 30, 2014, 1.20% at December 31, 2013, and 1.35% at September 30, 2013.

At September 30, 2014, additional funding commitments for loans on non-accrual status totaled \$100 thousand. The Company's obligation to fulfill the additional funding commitments on non-accrual loans is generally contingent on the borrower's compliance with the terms of the credit agreement. If the borrower is not in compliance, additional funding commitments may or may not be made at the Company's discretion.

**Impaired Loans**

Impaired loans are individually significant loans for which management considers it probable that not all amounts due (principal and interest) in accordance with the original contractual terms will be collected. Impaired loans may be included within the non-accrual balances; however, not every loan in non-accrual status has been designated as impaired. Impaired loans include troubled debt restructured ("TDR") loans. Impaired loans exclude large groups of smaller-balance homogeneous loans, such as residential mortgage loans and consumer loans, which are collectively evaluated for impairment and loans that are measured at fair value, unless the loan is amended in a TDR.

Management does not set any minimum delay of payments as a factor in reviewing for impaired classification. Management considers the individual payment status, net worth and earnings potential of the borrower, and the value and cash flow of the collateral as factors to determine if a loan will be paid in accordance with its contractual terms. An impaired or TDR loan classification will be considered for upgrade based on the borrower's sustained performance over time and their improving financial condition. Consistent with the criteria for returning non-accrual loans to



accrual status, the expectation of the borrower's ability to continue to service the loan in accordance the original or modified terms and the collectability of the remaining balance, and in the case of TDR loans, an interest rate at, or greater than, a market rate for a similar credit at the time of modification is assessed.

Impaired loans are individually evaluated for credit loss and a specific allowance reserve is assigned for the amount of the estimated credit loss. Refer to heading "Allowance for probable loan losses methodology" contained in Note 4 "Allowance For Loan Losses," to the Company's consolidated financial statements contained in the Company's 2013 Annual Report on Form 10-K for further discussion of management's methodology used to estimate specific reserves for impaired loans.

Total impaired loans amounted to \$29.6 million and \$29.8 million, at September 30, 2014 and December 31, 2013, respectively. Total accruing impaired loans amounted to \$13.5 million and \$11.9 million at September 30, 2014 and

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December 31, 2013, respectively, while non-accrual impaired loans amounted to \$16.1 million and \$17.9 million as of September 30, 2014 and December 31, 2013, respectively.

The following tables set forth the recorded investment in impaired loans and the related specific allowance allocated as of the dated indicated.

Balance at September 30, 2014

(Dollars in thousands)	Unpaid contractual principal balance	Total recorded investment in impaired loans	Recorded investment with no allowance	Recorded investment with allowance	Related specific allowance
Commercial real estate	\$ 16,040	\$13,940	\$13,306	\$634	\$110
Commercial and industrial	11,986	10,877	4,046	6,831	2,198
Commercial construction	3,125	2,900	1,082	1,818	690
Residential	1,699	1,625	1,375	250	103
Home equity	208	205	—	205	46
Consumer	22	22	—	22	22
Total	\$ 33,080	\$29,569	\$19,809	\$9,760	\$3,169

Balance at December 31, 2013

(Dollars in thousands)	Unpaid contractual principal balance	Total recorded investment in impaired loans	Recorded investment with no allowance	Recorded investment with allowance	Related specific allowance
Commercial real estate	\$ 17,420	\$15,139	\$12,105	\$3,034	\$507
Commercial and industrial	12,220	10,579	4,902	5,677	2,901
Commercial construction	3,464	3,358	1,426	1,932	830
Residential	673	619	365	254	107
Home equity	110	108	—	108	31
Consumer	23	23	—	23	23
Total	\$ 33,910	\$29,826	\$18,798	\$11,028	\$4,399

The reduction in related specific reserves on impaired loans was due primarily to increases in estimated current realizable collateral values and current charge-offs of previously allocated specific reserves on commercial relationships for which management deemed collectability of amounts due was unlikely based on current realizable collateral values, partially offset by additional reserves for newly impaired loans during the period.

The following table presents the average recorded investment in impaired loans and the related interest recognized during the three month periods indicated.

(Dollars in thousands)	Three Months Ended September 30, 2014		Three Months Ended September 30, 2013	
	Average recorded investment	Interest income recognized	Average recorded investment	Interest income recognized
Commercial real estate	\$14,224	\$75	\$15,405	\$42
Commercial and industrial	10,279	40	9,081	23
Commercial construction	3,174	27	3,540	17
Residential	1,294	(2)	741	3

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Home equity	243	(1	)	109	—
Consumer	25	1		18	1
Total	\$29,239	\$140		\$28,894	\$86

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The following table presents the average recorded investment in impaired loans and the related interest recognized during the nine month periods indicated.

(Dollars in thousands)	Nine Months Ended September 30, 2014		Nine Months Ended September 30, 2013	
	Average recorded investment	Interest income recognized	Average recorded investment	Interest income recognized
Commercial real estate	\$13,913	\$169	\$18,572	\$191
Commercial and industrial	10,482	120	9,312	77
Commercial construction	3,243	79	3,114	50
Residential	1,032	1	785	7
Home equity	215	(1)	119	—
Consumer	25	1	17	1
Total	\$28,910	\$369	\$31,919	\$326

At September 30, 2014, additional funding commitments for impaired loans totaled \$167 thousand. The Company's obligation to fulfill the additional funding commitments on impaired loans is generally contingent on the borrower's compliance with the terms of the credit agreement. If the borrower is not in compliance, additional funding commitments may or may not be made at the Company's discretion.

Troubled Debt Restructures

Loans are designated as a TDR when, as part of an agreement to modify the original contractual terms of the loan, the Bank grants the borrower a concession on the terms, that would not otherwise be considered, as a result of financial difficulties of the borrower. Typically, such concessions may consist of a reduction in interest rate to a below market rate, taking into account the credit quality of the note, or a deferment or reduction of payments (principal or interest) which materially alters the Bank's position or significantly extends the note's maturity date, such that the present value of cash flows to be received is materially less than those contractually established at the loan's origination. All loans that are modified are reviewed by the Company to identify if a TDR has occurred. TDR loans are included in the impaired loan category and, as such, these loans are individually evaluated and a specific reserve is assigned for the amount of the estimated credit loss.

Total TDR loans, included in the impaired loan figures above, as of September 30, 2014 and December 31, 2013, were \$20.7 million and \$20.9 million, respectively. TDR loans on accrual status amounted to \$13.0 million and \$11.4 million at September 30, 2014 and December 31, 2013, respectively. TDR loans included in non-performing loans amounted to \$7.7 million and \$9.5 million at September 30, 2014 and December 31, 2013, respectively. The Company continues to work with commercial relationships and enters into loan modifications to the extent deemed to be necessary or appropriate while attempting to achieve the best mutual outcome given the current economic environment.

At September 30, 2014, additional funding commitments for TDR loans totaled \$75 thousand. The Company's obligation to fulfill the additional funding commitments on TDR loans is generally contingent on the borrower's compliance with the terms of the credit agreement. If the borrower is not in compliance, additional funding commitments may or may not be made at the Company's discretion.



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Loans modified as trouble debt restructurings during the three month period ended September 30, 2014 are detailed below.

(Dollars in thousands)	Three months ended September 30, 2014		
	Number of restructurings	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Commercial real estate	2	\$ 1,429	\$ 1,429
Commercial and industrial	2	43	43
Commercial construction	—	—	—
Residential	—	—	—
Home equity	—	—	—
Consumer	—	—	—
Total	4	\$ 1,472	\$ 1,472

Loans modified as troubled debt restructurings within the preceding twelve month period for which there was a subsequent payment default during the periods noted are detailed below.

(Dollars in thousands)	Three months ended September 30, 2014	
	Number of TDRs that defaulted	Post-modification outstanding recorded investment
Commercial real estate	—	\$—
Commercial and industrial	—	—
Commercial construction	—	—
Residential	1	126
Home Equity	—	—
Consumer	—	—
Total	1	\$126

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Loans modified as troubled debt restructurings during the nine month period ended September 30, 2014 are detailed below.

(Dollars in thousands)	Nine months ended September 30, 2014		
	Number of restructurings	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Commercial real estate	3	\$ 1,979	\$ 1,979
Commercial and industrial	8	268	263
Commercial construction	—	—	—
Residential	1	124	122
Home equity	1	73	73
Consumer	—	—	—
Total	13	\$ 2,444	\$ 2,437

Loans modified as troubled debt restructurings within the preceding twelve month period for which there was a subsequent payment default during the period noted are detailed below.

(Dollars in thousands)	Nine months ended September 30, 2014	
	Number of TDRs that defaulted	Post-modification outstanding recorded investment
Commercial real estate	—	\$—
Commercial and industrial	1	66
Commercial construction	—	—
Residential	1	126
Home Equity	—	—
Consumer	—	—
Total	2	\$192

At September 30, 2014, there were specific reserves of \$45 thousand allocated to the TDRs entered into during the 2014 period as management considered it likely the majority of principal would ultimately be collected. Interest payments received on non-accruing TDRs in the table above which were applied to principal and not recognized in interest income during the nine months ended September 30, 2014 amounted to \$5 thousand.

There were subsequent charge-offs of \$66 thousand associated with the TDRs noted in the table above during the nine months ended September 30, 2014.





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Loans modified as troubled debt restructurings during the three month period ended September 30, 2013 are detailed below.

(Dollars in thousands)	Three months ended September 30, 2013		
	Number of restructurings	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Commercial real estate	1	\$ 342	\$ 291
Commercial and industrial	1	89	42
Commercial construction	1	769	769
Residential	—	—	—
Home equity	—	—	—
Consumer	—	—	—
Total	3	\$ 1,200	\$ 1,102

There were no loans modified as troubled debt restructurings within the twelve month period previous to September 30, 2013 for which there was a subsequent payment default during the three months ended September 30, 2013.

Loans modified as troubled debt restructurings during the nine month period ended September 30, 2013 are detailed below.

(Dollars in thousands)	Nine months ended September 30, 2013		
	Number of restructurings	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Commercial real estate	1	\$ 342	\$ 291
Commercial and industrial	2	189	104
Commercial construction	1	769	769
Residential	—	—	—
Home equity	—	—	—
Consumer	—	—	—
Total	4	\$ 1,300	\$ 1,164

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Loans modified as troubled debt restructuring within the twelve month period previous to September 30, 2013 for which there was a subsequent payment default during the period noted are detailed below.

(Dollars in thousands)	Nine months ended September 30, 2013	
	Number of TDRs that defaulted	Post-modification outstanding recorded investment
Commercial real estate	1	\$137
Commercial and industrial	1	62
Commercial construction	1	31
Residential	—	—
Home Equity	—	—
Consumer	—	—
Total	3	\$230

There were subsequent charge-offs of \$38 thousand associated with the TDRs noted in the table above during the nine months ended September 30, 2013. Included in the table above were two TDRs which defaulted, with total post modification outstanding balances of \$168 thousand, and were subsequently transferred to OREO during the September 30, 2013 period. At September 30, 2013, specific reserves allocated to the TDRs entered into during the 2013 period amounted to \$80 thousand, as management considered it likely that the majority of principal would ultimately be collected.

#### Other Real Estate Owned

Real estate acquired by the Company through foreclosure proceedings or the acceptance of a deed in lieu of foreclosure is classified as OREO. When property is acquired, it is generally recorded at the lesser of the loan's remaining principal balance, net of any unamortized deferred fees, or the estimated fair value of the property acquired, less estimated costs to sell. Any loan balance in excess of the estimated realizable fair value on the date of transfer is charged to the allowance for loan losses on that date. All costs incurred thereafter in maintaining the property, as well as subsequent declines in fair value, are charged to non-interest expense.

The carrying value of OREO at September 30, 2014 was \$861 thousand and consisted of three properties; and as of December 31, 2013 was \$114 thousand and consisted of one property. During the nine months ended September 30, 2014, two properties were added to OREO. There were no sales or subsequent write-down of OREO during the nine months ended September 30, 2014. There were \$121 thousand of gains realized on OREO sales during the nine months ended September 30, 2013 and a subsequent write-down of \$23 thousand was recorded during that period.

#### Allowance for Loan Loss Activity

The allowance for loan losses is established through a provision for loan losses, a direct charge to earnings. Loan losses are charged against the allowance when management believes that the collectability of the loan principal is unlikely. Recoveries on loans previously charged-off are credited to the allowance.

The allowance for loan losses amounted to \$27.0 million at both September 30, 2014 and December 31, 2013 compared to \$26.0 million at September 30, 2013. The allowance for loan losses to total loans ratio was 1.68% at

September 30, 2014 compared to 1.77% at both December 31, 2013 and September 30, 2013. The decline in the overall allowance to total loan ratio at September 30, 2014 primarily resulted from the increase in the outstanding loan balances and a reduction in specific reserves. Specific reserves declined due to current charge-offs, the majority of which were previously allocated specific reserves on commercial relationships for which management deemed collectability of amounts due was unlikely based on current realizable collateral values, partially offset by additional reserves for newly impaired loans during the period.

Based on management's judgment as to the existing credit risks inherent in the loan portfolio, as discussed above under the heading "Credit Quality Indicators," management believes that the Company's allowance for loan losses is adequate to absorb probable losses from specifically known and other credit risks associated with the portfolio as of September 30, 2014.

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Changes in the allowance for loan losses by segment for the three months ended September 30, 2014, are presented below:

(Dollars in thousands)	Cmml Real Estate	Cmml and Industrial	Cmml Constr	Resid. Mortgage	Home Equity	Consumer	Total
Beginning Balance at June 30, 2014	\$ 13,065	\$ 7,550	\$ 3,741	\$ 1,266	\$ 685	\$ 221	\$ 26,528
Provision	154	664	(90 )	(38 )	36	39	765
Recoveries	—	286	17	—	1	2	306
Less: Charge offs	92	256	134	46	27	15	570
Ending Balance at September 30, 2014	\$ 13,127	\$ 8,244	\$ 3,534	\$ 1,182	\$ 695	\$ 247	\$ 27,029

Changes in the allowance for loan losses by segment for the nine months ended September 30, 2014, are presented below:

(Dollars in thousands)	Cmml Real Estate	Cmml and Industrial	Cmml Constr	Resid. Mortgage	Home Equity	Consumer	Total
Beginning Balance at December 31, 2013	\$ 13,174	\$ 8,365	\$ 3,493	\$ 1,057	\$ 653	\$ 225	\$ 26,967
Provision	248	512	128	171	68	38	1,165
Recoveries	—	510	47	—	1	24	582
Less: Charge offs	295	1,143	134	46	27	40	1,685
Ending Balance at September 30, 2014	\$ 13,127	\$ 8,244	\$ 3,534	\$ 1,182	\$ 695	\$ 247	\$ 27,029
Ending allowance balance:							
Allotted to loans individually evaluated for impairment	\$ 110	\$ 2,198	\$ 690	\$ 103	\$ 46	\$ 22	\$ 3,169
Allotted to loans collectively evaluated for impairment	\$ 13,017	\$ 6,046	\$ 2,844	\$ 1,079	\$ 649	\$ 225	\$ 23,860

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Changes in the allowance for loan losses by segment for the three months ended September 30, 2013, are presented below:

(Dollars in thousands)	Cmml Real Estate	Cmml and Industrial	Cmml Constr	Resid. Mortgage	Home Equity	Consumer	Total
Beginning Balance at June 30, 2013	\$ 13,020	\$ 7,633	\$ 3,154	\$ 1,033	\$ 682	\$ 149	\$ 25,671
Provision	162	422	28	(24 )	(34 )	29	583
Recoveries	34	15	—	—	—	3	52
Less: Charge offs	192	70	—	36	—	9	307
Balance at September 30, 2013	\$ 13,024	\$ 8,000	\$ 3,182	\$ 973	\$ 648	\$ 172	\$ 25,999

Changes in the allowance for loan losses by segment for the nine months ended September 30, 2013, are presented below:

(Dollars in thousands)	Cmml Real Estate	Cmml and Industrial	Cmml Constr	Resid. Mortgage	Home Equity	Consumer	Total
Beginning Balance at December 31, 2012	\$ 11,793	\$ 7,297	\$ 3,456	\$ 854	\$ 728	\$ 126	\$ 24,254
Provision	1,342	850	(324 )	27	(57 )	62	1,900
Recoveries	95	56	50	128	21	9	359
Less: Charge offs	206	203	—	36	44	25	514
Ending Balance at September 30, 2013	\$ 13,024	\$ 8,000	\$ 3,182	\$ 973	\$ 648	\$ 172	\$ 25,999
Ending allowance balance:							
Allotted to loans individually evaluated for impairment	\$ 544	\$ 2,602	\$ 875	\$ 68	\$ 34	\$ 18	\$ 4,141
Allotted to loans collectively evaluated for impairment	\$ 12,480	\$ 5,398	\$ 2,307	\$ 905	\$ 614	\$ 154	\$ 21,858

## (5) Supplemental Retirement Plan and Other Postretirement Benefit Obligations

## Supplemental Retirement Plan (SERPs)

The Company has salary continuation agreements with two of its active executive officers, and one former executive officer who currently works on a part time basis. These agreements provide for predetermined fixed-cash supplemental retirement benefits to be provided for a period of 20 years after each individual reaches a defined “benefit age.” The Company has not recognized service cost in the current or prior year as each officer had previously attained their individually defined benefit age and was fully vested under the plan.

This non-qualified plan represents a direct liability of the Company, and as such has no specific assets set aside to settle the benefit obligation. The funded status is the aggregate amount accrued, or the “Accumulated Benefit Obligation,” which is equal to the present value of the benefits to be provided to the employee or any beneficiary in exchange for the employee’s service rendered to that date. Because the Company’s benefit obligations provide for predetermined fixed-cash payments, the Company does not have any unrecognized costs to be included as a component of accumulated other comprehensive income.

The total net periodic benefit cost, which was comprised of interest cost only, was \$36 thousand for the three months ended September 30, 2014, compared to \$33 thousand for the three months ended September 30, 2013. Year-to-date total net periodic benefit cost, comprised of interest cost only, was \$107 thousand for the nine months ended September 30, 2014, compared to \$100 thousand for the nine months ended September 30, 2013.

Benefits paid amounted to \$69 thousand for both the three month periods ended September 30, 2014 and September 30, 2013 and \$207 thousand for both the nine month periods ended September 30, 2014 and September 30, 2013. The Company anticipates accruing an additional \$36 thousand to the plan during the remainder of 2014.

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Supplemental Life Insurance

For certain senior and executive officers on whom the Bank owns bank owned life insurance ("BOLI"), the Company has provided supplemental life insurance through split-dollar life insurance arrangements, which provides a death benefit to the officer's designated beneficiaries.

The Company has recognized a liability for future benefits associated with the supplemental life insurance plan, which is a non-qualified plan, which provides a benefit to an employee that extends to postretirement periods. This plan represents a direct liability of the Company, and as such has no specific assets set aside to settle the benefit obligation. The funded status is the aggregate amount accrued, or the "Accumulated Postretirement Benefit Obligation," which is the present value of the post-retirement benefits associated with this arrangement.

The total net periodic benefit cost, which was comprised of interest cost only, amounted to \$19 thousand and \$55 thousand for the three and nine months ended September 30, 2014, respectively, compared to \$18 thousand and \$54 thousand for the three and nine months ended September 30, 2013, respectively.

(6) Stock-Based Compensation

The Company has individual stock incentive plans and has not changed the general terms and conditions of these plans from those disclosed in the Company's 2013 Annual Report on Form 10-K.

The Company's stock-based compensation expense includes stock options and stock awards to officers and other employees included in salary and benefits expense, and stock awards and stock compensation in lieu of cash fees to directors included in other operating expenses. Total stock-based compensation expense was \$409 thousand and \$1.3 million for the three and nine months ended September 30, 2014, respectively, compared to \$380 thousand and \$1.2 million for the three and nine months ended September 30, 2013, respectively.

Stock Option Awards

The Company recognized stock-based compensation expense related to stock option awards of \$87 thousand and \$277 thousand for the three and nine months ended September 30, 2014, respectively, compared to \$75 thousand and \$344 thousand for the three and nine months ended September 30, 2013, respectively.

The table below provides a summary of the options granted, fair value, the fair value as a percentage of the market value of the stock at the date of grant and the average assumptions used in the model for the options granted in 2014 and 2013.

	Nine Months Ended September 30,		
	2014	2013	
Options granted	31,229	44,475	
Term in years	10	10	
Average assumptions used in the model:			
Expected volatility	47	% 48	%
Expected dividend yield	2.88	% 2.99	%
Expected life in years	7	7	
Risk-free interest rate	2.19	% 1.30	%

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Market price on date of grant	\$20.29	\$16.46	
Per share weighted average fair value	\$8.32	\$6.58	
Fair value as a percentage of market value at grant date	41	% 40	%

Options granted during the first nine months of 2014 and 2013 vest 50% in year two and 50% in year four, on the anniversary date of the awards. Vested options are only exercisable while the employee remains employed with the Bank and for a limited time thereafter. If a grantee's employment or other service relationship, such as service as a director, is terminated for any



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reason, then any stock options granted that have not vested as of the time of such termination generally must be forfeited, unless the Compensation Committee or the Board of Directors, as the case may be, waives such forfeiture requirement.

The Company utilizes the Black-Scholes option valuation model in order to determine the per share grant date fair value of option grants.

Refer to Note 11 “Stock-Based Compensation Plans” in the Company’s 2013 Annual Report on Form 10-K for a further description of the assumptions used in the valuation model.

Stock Awards

Stock-based compensation expense recognized in association with stock awards amounted to \$278 thousand and \$868 thousand for the three and nine months ended September 30, 2014, respectively, compared to \$265 thousand and \$746 thousand for the three and nine months ended September 30, 2013, respectively.

In January 2014, the Company granted 2,142 shares of fully vested stock to employees as anniversary awards at a grant date fair market value of \$20.95 per share.

Restricted stock awards are granted at the market price on the date of the grant. Employee awards generally vest over four years in equal portions beginning on or about the first anniversary date of the award. Employee performance based awards vest upon the Company achieving certain predefined performance objectives. Director awards generally vest over two years in equal portions beginning on or about the first anniversary date of the award.

The table below provides a summary of restricted stock awards granted in 2014 and 2013.

	Nine Months Ended September 30,	
	2014	2013
Restricted Stock Awards		
Two Year Vesting	6,660	6,146
Four Year Vesting	19,167	25,325
Performance-Based Vesting	33,017	47,735
Total Restricted Stock Awards	58,844	79,206
Weighted average grant date fair value	\$20.29	\$16.45

If a grantee’s employment or other service relationship, such as service as a director, is terminated for any reason, then any shares of restricted stock granted that have not vested as of the time of such termination generally must be forfeited, unless the Compensation Committee or the Board of Directors, as the case may be, waives such forfeiture requirement.

The restricted stock awards allow for the receipt of dividends, and the voting of all shares, whether or not vested, throughout the vesting periods at the same proportional level as common shares outstanding.

Stock in Lieu of Directors’ Fees

In addition to restricted stock awards discussed above, the members of the Company's Board of Directors may opt to receive newly issued shares of the Company's common stock in lieu of cash compensation for attendance at Board and Board Committee meetings. Stock-based compensation expense related to directors' election to receive shares of common stock in lieu of cash fees for meetings amounted to \$44 thousand and \$180 thousand for the three and nine months ended September 30, 2014, respectively, compared to \$40 thousand and \$149 thousand for the three and nine months ended September 30, 2013, respectively. In January 2014, directors were issued 11,136 shares of common stock in lieu of cash fees based on their 2013 annual stock-based compensation expense of \$194 thousand and a market value price of \$17.43 per share, the market value of the common stock on the opt-in measurement date of January 2, 2013.

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(7) Earnings per share

Basic earnings per share are calculated by dividing net income by the weighted average number of common shares outstanding (including participating securities) during the year. The Company's only participating securities are unvested restricted stock awards that contain non-forfeitable rights to dividends. Diluted earnings per share reflects the effect on weighted average shares outstanding of the number of additional shares outstanding if dilutive stock options were converted into common stock using the treasury stock method.

The table below presents the increase in average shares outstanding, using the treasury stock method, for the diluted earnings per share calculation for the periods indicated:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Basic weighted average common shares outstanding	10,143,055	9,932,060	10,099,593	9,824,984
Dilutive shares	85,446	94,528	84,671	84,035
Diluted weighted average common shares outstanding	10,228,501	10,026,588	10,184,264	9,909,019

For the nine months ended September 30, 2014, there were an additional 22,776 average stock options outstanding, which were excluded from the year-to-date calculation of diluted earnings per share due to the exercise price of these options exceeding the average market price of the Company's common stock for the period. These options, which were not dilutive at that date, may potentially dilute earnings per share in the future.

(8) Fair Value Measurements

The FASB defines the fair value of an asset or liability to be the price which a seller would receive in an orderly transaction between market participants (an exit price) and also establishes a fair value hierarchy segregating fair value measurements using three levels of inputs: (Level 1) quoted market prices in active markets for identical assets or liabilities; (Level 2) significant other observable inputs, including quoted prices for similar items in active markets, quoted prices for identical or similar items in markets that are not active, inputs such as interest rates and yield curves, volatilities, prepayment speeds, credit risks and default rates which provide a reasonable basis for fair value determination or inputs derived principally from observed market data; and (Level 3) significant unobservable inputs for situations in which there is little, if any, market activity for the asset or liability. Unobservable inputs must reflect reasonable assumptions that market participants would use in pricing the asset or liability, which are developed on the basis of the best information available under the circumstances.

The following tables summarize significant assets and liabilities carried at fair value and placement in the fair value hierarchy at the dates specified:

(Dollars in thousands)	September 30,	Fair Value Measurements using:		
	2014	(level 1)	(level 2)	(level 3)
Assets measured on a recurring basis:	Fair Value			
Fixed income securities	\$221,648	\$—	\$221,648	\$—
Equity securities	15,105	15,105	—	—
FHLB Stock	3,357	—	—	3,357
Assets measured on a non-recurring basis:				

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Impaired loans (collateral dependent)	5,790	—	—	5,790
Other real estate owned	861	—	—	861

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(Dollars in thousands)	December 31,	Fair Value Measurements using:		
	2013	(level 1)	(level 2)	(level 3)
	Fair Value			
Assets measured on a recurring basis:				
Fixed income securities	\$202,201	\$—	\$202,201	\$—
Equity securities	13,168	13,168	—	—
FHLB Stock	4,324	—	—	4,324
Assets measured on a non-recurring basis:				
Impaired loans (collateral dependent)	6,542	—	—	6,542
Other real estate owned	114	—	—	114

The Company did not have cause to transfer any assets between the fair value measurement levels during the nine months ended September 30, 2014 or the year ended December 31, 2013. There were no liabilities measured at fair value on a recurring or non-recurring basis as of September 30, 2014 or December 31, 2013.

All of the Company's fixed income investments and equity securities that are considered "available for sale" are carried at fair value. The fixed income category above includes federal agency obligations, federal agency MBS, municipal securities and corporate bonds as held at those dates. The Company utilizes third-party pricing vendors to provide valuations on its fixed income securities. Fair values provided by the vendors were generally determined based upon pricing matrices utilizing observable market data inputs for similar or benchmark securities in active markets and/or based on a matrix pricing methodology which employs The Bond Market Association's standard calculations for cash flow and price/yield analysis, live benchmark bond pricing and terms/condition data available from major pricing sources. Therefore, management regards the inputs and methods used by third party pricing vendors to be "Level 2 inputs and methods" as defined in the "fair value hierarchy." The Company periodically obtains a second price from an impartial third party on fixed income securities to assess the reasonableness of prices provided by the primary independent pricing vendor.

The Company's equity portfolio fair value is measured based on quoted market prices for the shares; therefore, these securities are categorized as Level 1 within the fair value hierarchy.

Net unrealized appreciation and depreciation on investments available for sale, net of applicable income taxes, are reflected as a component of accumulated other comprehensive income.

The Bank is required to purchase FHLB stock at par value in association with advances from the FHLB; this stock is classified as a restricted investment and carried at cost which management believes approximates fair value; therefore, these securities are categorized as Level 3 measures. See Note 1, "Summary of Significant Accounting Policies," Item (d) for further information regarding the Company's fair value assessment of FHLB capital stock.

Impaired loan balances in the table above represent those collateral dependent impaired commercial loans where management has estimated the credit loss by comparing the loan's carrying value against the expected realizable fair value of the collateral (appraised value or internal analysis less estimated cost to sell, adjusted as necessary for changes in relevant valuation factors subsequent to the measurement date). Certain inputs used in these assessments, and possible subsequent adjustments, are not always observable, and therefore, collateral dependent impaired loans are categorized as Level 3 within the fair value hierarchy. A specific allowance is assigned to the collateral dependent impaired loan for the amount of management's estimated credit loss. The specific allowances assigned to the collateral dependent impaired loans at September 30, 2014 amounted to \$2.4 million compared to \$3.2 million at December 31,

2013.

Real estate acquired by the Company through foreclosure proceedings or the acceptance of a deed in lieu of foreclosure is classified as OREO. When property is acquired, it is generally recorded at the lesser of the loan's remaining principal balance, net of unamortized deferred fees, or the estimated fair value of the property acquired, less estimated costs to sell. The estimated fair value is based on market appraisals and the Company's internal analysis. Certain inputs used in appraisals or the Company's internal analysis, are not always observable, and therefore, OREO may be categorized as Level 3 within the fair value hierarchy. There were no sales of OREO during the nine months ended September 30, 2014. There were \$121 thousand of gains realized on OREO sales during the nine months ended September 30, 2013 and a subsequent write-down of \$23 thousand was recorded during that period.

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The following table presents additional quantitative information about assets measured at fair value on a recurring and non-recurring basis for which the Company utilized Level 3 inputs (significant unobservable inputs for situations in which there is little, if any, market activity for the asset or liability) to determine fair value as of September 30, 2014.

(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Input	Unobservable Input Value or Range
Assets measured on a recurring basis:				
FHLB Stock	\$3,357	FHLB Stated Par Value	N/A	N/A
Assets measured on a non-recurring basis:				
Impaired loans (collateral dependent)	\$5,790	Appraisal of collateral	Appraisal adjustments <sup>(1)</sup>	5% - 50%
Other real estate owned	\$861	Appraisal of collateral	Appraisal adjustments <sup>(1)</sup>	0% - 30%

<sup>(1)</sup> Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.

#### Other Guarantees and Commitments

Standby letters of credit are conditional commitments issued by the Company to guarantee the financial obligation or performance by a customer to a third party. The fair value of these commitments was estimated to be the fees charged to enter into similar agreements, and accordingly these fair value measures are deemed to be FASB Level 2 measurements. In accordance with the FASB, the estimated fair values of these commitments are carried on the balance sheet as a liability and amortized to income over the life of the letters of credit, which are typically one year. The estimated fair value of these commitments carried on the balance sheet at September 30, 2014 and December 31, 2013 were deemed immaterial.

Interest rate lock commitments related to the origination of mortgage loans that will be sold are considered derivative instruments. The commitments to sell loans are also considered derivative instruments. The Company generally does not pool mortgage loans for sale, but instead, sells the loans on an individual basis. To reduce the net interest rate exposure arising from its loan sale activity, the Company enters into the commitment to sell these loans at essentially the same time that the interest rate lock commitment is quoted on the origination of the loan. The Company estimates the fair value of these derivatives based on current secondary mortgage market prices. These commitments represent the Company's only derivative instruments and are accounted for in accordance with FASB guidance. The fair values of the Company's derivative instruments are deemed to be FASB Level 2 measurements. At September 30, 2014 and December 31, 2013, the estimated fair value of the Company's derivative instruments was considered to be immaterial.

#### Estimated Fair Values of Assets and Liabilities

In addition to disclosures regarding the measurement of assets and liabilities carried at fair value on the balance sheet, the Company is also required to disclose fair value information about financial instruments for which it is practicable to estimate that value, whether or not recognized on the balance sheet. In cases where quoted fair values are not available, fair values are based upon estimates using various valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following methods and assumptions were used by the Company in estimating fair values of its financial instruments:

Loans held for sale: Loans held for sale are recorded at the lower of aggregate amortized cost or market value. The fair value is based on comparable market prices for loans with similar rates and terms.

Loans: The fair value of loans was determined using discounted cash flow analysis, using interest rates currently being offered by the Company. The incremental credit risk for adversely classified loans was considered in the determination of the fair value of the loans. This method of estimating fair value does not incorporate the exit price concept of fair value.

Commitments: The fair values of the unused portion of lines of credit and letters of credit were estimated to be the fees currently charged to enter into similar agreements. Commitments to originate non-mortgage loans were short-term and were at current market rates and estimated to have no significant change in fair value.



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**Financial liabilities:** The fair values of certificates of deposit and borrowings were estimated using discounted cash flow analysis using rates offered by the Bank, or advance rates offered by the FHLB on September 30, 2014 and December 31, 2013 for similar instruments. The fair value of junior subordinated debentures was estimated using discounted cash flow analysis using a market rate of interest at September 30, 2014 and December 31, 2013.

**Limitations:** The estimates of fair value of financial instruments were based on information available at September 30, 2014 and December 31, 2013 and are not indicative of the fair market value of those instruments as of the date of this report. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. The fair value of the Company's time deposit liabilities do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

Because no active market exists for a portion of the Company's financial instruments, fair value estimates were based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates were based on existing on- and off-balance sheet financial instruments without an attempt to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments, including premises and equipment and foreclosed real estate.

In addition, the tax ramifications related to the realization of the unrealized appreciation and depreciation can have a significant effect on fair value estimates and have not been considered in any of the estimates. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

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The carrying values, estimated fair values and placement in the fair value hierarchy of the Company's financial instruments<sup>(1)</sup> for which fair value is only disclosed but not recognized on the balance sheet at the dates indicated are summarized as follows:

(Dollars in thousands)	September 30, 2014		Fair value measurement		
	Carrying Amount	Fair Value	Level 1 inputs	Level 2 Inputs	Level 3 Inputs
Financial assets:					
Loans held for sale	\$1,645	\$1,645	\$—	\$1,645	—
Loans, net	1,585,745	1,606,731	—	—	1,606,731
Financial liabilities:					
Certificates of deposit (including brokered)	271,298	269,999	—	269,999	—
Borrowed funds	1,004	1,004	—	1,004	—
Junior subordinated debentures	10,825	12,629	—	—	12,629
(Dollars in thousands)	December 31, 2013		Fair value measurement		
	Carrying Amount	Fair Value	Level 1 inputs	Level 2 Inputs	Level 3 Inputs
Financial assets:					
Loans held for sale	\$1,255	\$1,255	\$—	\$1,255	—
Loans, net	1,497,089	1,516,809	—	—	1,516,809
Financial liabilities:					
Certificates of deposit (including brokered)	251,650	250,045	—	250,045	—
Borrowed funds	36,534	36,535	—	36,535	—
Junior subordinated debentures	10,825	11,358	—	—	11,358

Excluded from this table are certain financial instruments with carrying values that approximated their fair value at the dates indicated, as they were short-term in nature or payable on demand. These include cash and cash (1)equivalents, accrued interest receivable, non-term deposit accounts, and accrued interest payable. The respective carrying values of these instruments would all be considered to be classified within Level 1 of their fair value hierarchy.

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### Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis should be read in conjunction with the Company's (also referred to herein as "Enterprise," "us," "we" or "our") unaudited consolidated interim financial statements and notes thereto contained in this report and the consolidated financial statements and notes thereto contained in the Company's 2013 Annual Report on Form 10-K.

#### Accounting Policies/Critical Accounting Estimates

As discussed in the Company's 2013 Annual Report on Form 10-K, the three most significant areas in which management applies critical assumptions and estimates that are particularly susceptible to change relate to the determination of the allowance for loan losses, impairment review of investment securities and the impairment review of goodwill. The Company has not changed its significant accounting and reporting policies from those disclosed in its 2013 Annual Report on Form 10-K.

#### Special Note Regarding Forward-Looking Statements

This report contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements concerning plans, objectives, future events or performance and assumptions and other statements that are other than statements of historical fact. Forward-looking statements may be identified by reference to a future period or periods or by use of forward-looking terminology such as "anticipates," "believes," "expects," "intends," "may," "plans," "pursue," "views" and similar terms or expressions. Various statements contained in Item 2 - "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 3 - "Quantitative and Qualitative Disclosures About Market Risk," including, but not limited to, statements related to management's views on the banking environment and the economy, competition and market expansion opportunities, the interest rate environment, credit risk and the level of future non-performing assets and charge-offs, potential asset and deposit growth, future non-interest expenditures and non-interest income growth, and borrowing capacity are forward-looking statements. The Company wishes to caution readers that such forward-looking statements reflect numerous assumptions and involve a number of risks and uncertainties that may adversely affect the Company's future results. The forward-looking statements in this report are based on information available to the Company as of the date of this report and the Company undertakes no obligation to publicly update or otherwise revise any forward-looking statement, whether as a result of new information, future events or otherwise. The following important factors, among others, could cause the Company's results for subsequent periods to differ materially from those expressed in any forward-looking statement made herein: (i) changes in interest rates could negatively impact net interest income; (ii) changes in the business cycle and downturns in the local, regional or national economies, including deterioration in the local real estate market, could negatively impact credit and/or asset quality and result in credit losses and increases in the Company's allowance for loan losses; (iii) changes in consumer spending could negatively impact the Company's credit quality and financial results; (iv) increasing competition from larger regional and out-of-state banking organizations as well as non-bank providers of various financial services could adversely affect the Company's competitive position within its market area and reduce demand for the Company's products and services; (v) deterioration of securities markets could adversely affect the value or credit quality of the Company's assets and the availability of funding sources necessary to meet the Company's liquidity needs; (vi) changes in technology, including the increased cyber-security risk and identity theft could adversely impact the Company's operations and increase technology-related expenditures; (vii) increases in employee compensation and benefit expenses could adversely affect the Company's financial results; (viii) changes in laws and regulations that apply to the Company's business and operations, including without limitation, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), the Jumpstart Our Business Startups Act (the "JOBS Act"), the Basel III rules adopted by the federal banking regulators and the additional regulations that will be forthcoming as a result thereof, could adversely affect the Company's business environment, operations and financial results; (ix) changes in accounting

standards, policies and practices, as may be adopted or established by the regulatory agencies, the Financial Accounting Standards Board (the “FASB”) or the Public Company Accounting Oversight Board could negatively impact the Company's financial results; (x) our ability to enter new markets successfully and capitalize on growth opportunities; (xi) future regulatory compliance costs, including any increase caused by new regulations imposed by the Consumer Finance Protection Bureau; and (xii) some or all of the risks and uncertainties described in Item 1A of the Company’s 2013 Annual Report on Form 10-K could be realized, which could have a material adverse effect on the Company’s business, financial condition and results of operation. Therefore, the Company cautions readers not to place undue reliance on any such forward-looking information and statements.

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### Overview

#### Executive Summary

The Company continues to focus on organic growth while continually planning for our future by investing in our branch network, technology, progressive product capabilities and, most importantly, in our Enterprise team, our customers and our communities.

Net income for the three months ended September 30, 2014 amounted to \$3.8 million, an increase of \$298 thousand, or 8%, compared to the same three-month period in 2013. Diluted earnings per share was \$0.37 for the three months ended September 30, 2014 and \$0.35 for the same period ended September 30, 2013, an increase of 6%. Net income for the nine months ended September 30, 2014 amounted to \$10.7 million, an increase of \$606 thousand, or 6%, compared to the same nine-month period in 2013. Diluted earnings per share was \$1.05 for the nine months ended September 30, 2014 and \$1.01 for the same period ended September 30, 2013, an increase of 4%.

As of September 30, 2014, both loans and deposits, excluding brokered deposits, have increased 6% since December 31, 2013. On an annualized basis, both loans and deposits, excluding brokered deposits, have increased 8% through the first nine months of 2014. Our growth and operating results continue to be driven by our dedicated Enterprise team through active community involvement, relationship building and a customer-focused mindset, as well as our comprehensive and progressive product and service offerings and market expansion.

The Company's growth has contributed to increases in net interest income and non-interest expenses in both the current quarter and year-to-date periods, and also to an increase in non-interest income in the current quarter, as compared to the same periods in 2013. Current year-to-date net income benefited from a lower loan loss provision, while the current quarterly results were impacted by an increase in the loan loss provision, as compared to the same periods in 2013.

#### Composition of Earnings

The Company's earnings are largely dependent on its net interest income, which is the difference between interest earned on loans and investments and the cost of funding (primarily deposits and borrowings). Net interest income expressed as a percentage of average interest earning assets is referred to as net interest margin. The Company reports net interest margin on a tax equivalent basis ("margin").

Net interest income for the three months ended September 30, 2014 amounted to \$18.1 million, an increase of \$1.5 million, or 9%, compared to the same period in 2013. Net interest income for the nine months ended September 30, 2014 amounted to \$52.5 million, an increase of \$3.9 million, or 8%, compared to the same period in 2013. This increase in net interest income was primarily due to loan growth, mainly in commercial real estate loans, partially offset in the year-to-date period by a decrease in tax equivalent net interest margin ("margin"). Average loan balances (including loans held for sale) increased \$138.3 million and \$142.1 million for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013. Net interest margin was 4.02% for the quarter ended September 30, 2014, which is relatively consistent with the quarterly margin of 4.04% at both June 30, 2014 and December 31, 2013 and flat compared to September 30, 2013. Net interest margin was 4.03% for the nine months ended September 30, 2014, compared to 4.09% for the nine months ended September 30, 2013.

For the quarters ended September 30, 2014 and 2013, the provision for loan losses amounted to \$765 thousand and \$583 thousand, respectively. For the nine months ended September 30, 2014 and 2013, the provision for loan losses amounted to \$1.2 million and \$1.9 million, respectively. In determining the provision to the allowance for loan losses,

management takes into consideration the level of loan growth and an estimate of credit risk, which includes such items as adversely classified and non-performing loans, the estimated specific reserves needed for impaired loans, the level of net charge-offs, and the estimated impact of current economic conditions on credit quality. The level of loan growth for the nine months ended September 30, 2014 was \$88.7 million, compared to \$113.0 million during the same period in 2013. Total non-performing assets as a percentage of total assets declined to 0.89% at September 30, 2014, compared to 1.09% at September 30, 2013. For the nine months ended September 30, 2014, the Company recorded net charge-offs of \$1.1 million compared to net charge-offs of \$155 thousand for the nine months ended September 30, 2013. The majority of the current charge-offs were previously allocated specific reserves on commercial relationships for which management deemed collectability of amounts due was unlikely based on current realizable collateral values. This reduction in specific reserves, in addition to a lower level of loan growth in the current year, contributed to the declines in the year-to-date provision for loan losses and the overall allowance to total loan ratio at September 30, 2014, compared to the prior year. The increase in the provision for loan losses in the current quarter

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compared to the same quarter in 2013 reflects additional reserves for newly impaired loans. The allowance for loan losses to total loans ratio was 1.68% at September 30, 2014 and 1.77% at December 31, 2013. Management continues to closely monitor the non-performing assets, charge-offs and necessary allowance levels, including specific reserves. For further information regarding loan quality statistics and the allowance for loan losses, see the sections below under the heading "Financial Condition" titled "Asset Quality" and "Allowance for Loan Losses."

Non-interest income for the three months ended September 30, 2014 amounted to \$3.5 million, an increase of \$372 thousand, or 12%, compared to the same period in 2013. Non-interest income for the nine months ended September 30, 2014 amounted \$10.3 million, a decrease of \$77 thousand, or 1%, compared to the same period in 2013. The increase in non-interest income for the quarter was primarily due to increases in net gains on sales of investment securities, investment advisory fee income and other income, primarily fee income from banking products and services. The year-to-date decrease in non-interest income primarily resulted from lower levels of both gains on sales of loans and net gains on sales of investment securities, partially offset by increases in investment advisory fee income, deposit and interchange fee income and other income, primarily fee income from banking products and services. In the prior year-to-date period, other income also included gains on OREO sales.

Non-interest expense for the quarter ended September 30, 2014 amounted to \$15.1 million, an increase of \$1.3 million, or 10%, compared to the same period in the prior year. For the nine months ended September 30, 2014, non-interest expense amounted to \$45.4 million, an increase of \$3.7 million, or 9%, over the same period in the prior year. Increased expenses over the prior year related to salaries and benefits, occupancy, technology and other operating expenses primarily due to the Company's strategic growth initiatives.

## Sources and Uses of Funds

The Company's primary sources of funds are deposits, Federal Home Loan Bank ("FHLB") borrowings, current earnings and proceeds from the sales, maturities and pay-downs on loans and investment securities. The Company may also, from time to time, utilize brokered deposits and overnight borrowings from correspondent banks to provide additional funding sources and to aid in the Company's asset liability and interest rate risk positioning. Additionally, funding for the Company may be generated through equity transactions including the dividend reinvestment and direct stock purchase plan, exercise of stock options, and occasionally the sale of new stock. These funds are used to originate loans, purchase investment securities, conduct operations, expand the branch network, and pay dividends to shareholders.

The investment portfolio is primarily used to provide liquidity, manage the Company's asset-liability position and to invest excess funds. Total investments, one of the key components of earning assets, amounted to \$236.8 million at September 30, 2014, and comprised 12% of total assets at both September 30, 2014 and December 31, 2013. Since December 31, 2013, investments have increased \$21.4 million, or 10%.

Enterprise's main asset strategy is to grow loans, the largest component of earning assets, with a focus on high quality commercial loans. Total loans increased \$88.7 million, or 6%, since December 31, 2013 and amounted to \$1.61 billion at September 30, 2014, comprising 82% of total assets at both September 30, 2014 and December 31, 2013. Total commercial loans amounted to \$1.38 billion, or 86% of gross loans, at September 30, 2014, which was consistent with the composition at December 31, 2013.

Management's preferred strategy for funding asset growth is to grow low cost deposits (comprised of demand deposit accounts, interest and business checking accounts and traditional savings accounts). Asset growth in excess of low cost deposits is typically funded through higher cost deposits (comprised of money market accounts, commercial tiered rate or "investment savings" accounts and term certificates of deposit) and wholesale funding (brokered deposits and borrowed funds).

At September 30, 2014, deposits, excluding brokered deposits, amounted to \$1.68 billion, an increase of \$99.2 million, or 6%, from December 31, 2013 balances. Non-brokered deposit growth since December 31, 2013 was noted within the checking, primarily non-interest bearing accounts, and money market categories.

Wholesale funding amounted to \$86.2 million at September 30, 2014, compared to \$88.1 million at December 31, 2013, a decrease of \$1.9 million. Wholesale funding included FHLB advances of \$1.0 million and \$36.5 million at September 30, 2014 and December 31, 2013, respectively, and brokered deposits of \$85.2 million and \$51.6 million at September 30, 2014 and December 31, 2013, respectively. Overnight FHLB advance balances have declined since year end as deposits have grown and the Company has utilized longer-term brokered CDs as an alternative strategic funding source.



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### Opportunities and Risks

The Company's ability to achieve its long-term strategic growth and market share objectives will depend in part upon the Company's continued success in differentiating itself in the market place and its ability to strengthen its competitive position.

Enterprise faces robust competition to retain and attract customers within existing and neighboring geographic markets. National and larger regional banks have a local presence in the Company's market area. These larger banks have certain competitive advantages, including greater financial resources and the ability to make larger loans to a single borrower. Numerous local savings banks, commercial banks, cooperative banks and credit unions also compete in the Company's market area. The expanded commercial lending capabilities of credit unions and the shift to commercial lending by traditional savings banks means that both of these types of traditionally consumer-orientated institutions now compete for the Company's targeted commercial customers. In addition, the non-taxable status of credit unions allows them certain advantages as compared to taxable institutions such as Enterprise. Competition for loans, deposits and cash management services, investment advisory assets, and insurance business also comes from other businesses that provide financial services, including consumer finance companies, mortgage brokers and lenders, private lenders, insurance companies, securities brokerage firms, institutional mutual funds, registered investment advisors, internet based banks and non-bank payment channels. Consolidation within the industry, customer disenfranchisement with larger national/international banks, banks exiting certain business lines, and the cost of compliance with new government regulations are all expected to have an impact on the regional competitive market. Management actively seeks to strengthen its competitive position by capitalizing on the market opportunities and the continued pursuit of strategic growth within existing and neighboring geographic markets. Advances in, and the increased use of technology, such as internet and mobile banking, non-bank payment channels, electronic transaction processing and cyber-security, are expected to have a significant impact on the future competitive landscape confronting financial institutions.

Management believes the Company's community service culture, business model, full range of diversified financial products and services, and state-of-the-art delivery channels position the Company to be a leading provider of banking and investment advisory and wealth management services in its growing market area. The Company has differentiated itself by building a solid reputation within the local market for delivering consistently superior customer service and taking an active role in support of the communities we serve. The Company's banking professionals have developed in-depth knowledge of our markets and are committed to upholding the Company's core values, including significant community involvement, which has led to a strong referral network with local business and community leaders.

The Company seeks to increase deposit share through continuous reviews of deposit product offerings, ancillary services and delivery channels, targeted to both business' and consumers' needs. These products and services are delivered by experienced local banking professionals who possess strong technical skills, and function as trusted advisors to clients. In addition, Enterprise carefully plans deposit expansion through new branch development, identifying offices strategically located to complement existing locations while expanding the Company's geographic market footprint. Branch expansion is aimed at achieving not only deposit market share growth, but also contributes to loan originations and generates referrals for investment advisory and wealth management, trust and insurance services, residential mortgages and cash management products.

Management believes that Enterprise is also well equipped to capitalize on market potential to grow both the commercial and residential loan portfolios through strong business development efforts, while utilizing a disciplined and consistent lending approach and credit review practices, which has served to provide quality asset growth over varying economic cycles during the Company's history. The Company has a skilled lending sales force with a broad breadth of business knowledge and depth of lending experience to draw upon, supported by a highly qualified and experienced commercial credit review function.

Management continues to undertake significant strategic initiatives, including investments in employee training and development, marketing and public relations, technology and electronic delivery methods, and ongoing improvements and renovations of existing facilities. Industry consolidation also provides management the opportunity to recruit experienced banking professionals with market knowledge who complement the Enterprise sales and service culture. While management recognizes that such investments increase expenses in the short-term, Enterprise believes that such initiatives are a necessary investment in the long-term growth and earnings of the Company and are reflective of the opportunities in the current marketplace for community banks such as Enterprise. However, lower than expected return on these investments, such as slower than anticipated loan and deposit growth in new branches and/or lower than expected fee or other income generated from new technology or initiatives, could decrease anticipated revenues and net income on such investments in the future.

Any prolonged deterioration of the general economic environment could weaken the local New England economy and have adverse repercussions on local industries, leading to increased unemployment and mortgage foreclosures, deterioration of local commercial real estate values, or other unforeseen consequences, which could have a severe negative impact on the Company's financial condition, capital position, liquidity, and performance. In addition, the loan portfolio consists primarily of

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commercial real estate, commercial and industrial, and commercial construction loans. These types of loans are typically larger and are generally viewed as having more risk of default than owner occupied residential real estate loans or consumer loans. Any significant deterioration in the credit quality of the commercial loan portfolio or underlying collateral values due to a worsening of the economic environment could have a material adverse effect on the Company's financial condition and results of operations. The risk of loss due to customers' non-payment of loans or lines of credit is called "credit risk." Credit risk management is reviewed below in this Item 2 under the headings "Credit Risk," "Asset Quality" and "Allowance for Loan Losses."

The value of the investment portfolio as a whole, or individual securities held, including restricted FHLB capital stock, could be negatively impacted by any sustained volatility in the financial markets or in credit markets, or a fundamental deterioration of credit quality of the individual security, fund or issuer, which could possibly result in the recognition of other-than-temporary-impairment ("OTTI") charges in the future.

In addition, a sustained low interest rate environment could negatively impact the Company's net interest income and results of operation. The re-pricing frequency of interest earning assets and liabilities are not identical, and, therefore, subject the Company to the risk of adverse changes in interest rates. This is often referred to as "interest rate risk" and is reviewed in more detail under the heading Item 3, "Quantitative and Qualitative Disclosures About Market Risk," below.

Liquidity management is the coordination of activities so that cash needs are anticipated and met, readily and efficiently. Liquidity management is reviewed further below in this Item 2 under the heading "Liquidity."

Federal banking agencies require the Company and the Bank to meet minimum capital requirements. For information regarding the current capital requirements applicable to the Company and the Bank and their respective capital levels at September 30, 2014, and the recently adopted changes to the regulatory capital framework, see the section entitled "Capital Resources" contained in this Item 2 below. At September 30, 2014, both the Company and the Bank were categorized as "well capitalized;" however, future unanticipated charges against capital, or changes in regulatory requirements such as Basel III discussed below, could impact those regulatory capital designations.

In addition, any further changes in government regulation or oversight, including the implementation by the federal regulatory agencies of the various requirements contained in the Dodd-Frank Act and rules under Basel III, could affect the Company in substantial and unpredictable ways, including, but not limited to, subjecting the Company to additional operating, governance and compliance costs, or potential loss of revenue due to the impact of an enhanced regulatory structure on the banking industry as a whole, such as requirements to hold higher amounts of capital, especially common equity, against risk-weighted assets. Although several significant aspects of the Dodd-Frank Act and the Basel III rule expressly apply only to larger, "systemically significant" institutions, they may have the potential to influence the Company's business decisions, while other parts of the legislation apply either directly, or potentially indirectly, to activities of community banks, such as Enterprise.

Many aspects of the Dodd-Frank Act are subject to rulemaking by various regulatory agencies, some of which have not yet taken effect, making it difficult at this time to anticipate the overall financial impact of this expansive legislation on the Company, its customers or the financial industry generally. Likewise, any new consumer financial protection laws enacted by the Consumer Financial Protection Bureau would apply to all banks and thrifts, and may increase the Company's compliance and operational costs in the future.

Compliance risk includes the threat of fines, civil money penalties, lawsuits and restricted growth opportunities resulting from violations and/or non-conformance with laws, rules, regulations, prescribed practices, internal policies and procedures, or ethical standards. The Company maintains a Compliance Management Program (CMP) designed to meet regulatory and legislative requirements. The CMP provides for tracking and implementing regulatory

changes, monitoring the effectiveness of policies and procedures, conducting compliance risk assessments, and educating employees in matters relating to regulatory compliance. The Audit Committee of the Board of Directors oversees the effectiveness of the CMP.

Operational risk includes the threat of loss from inadequate or failed internal processes, people, systems or external events, due to, among other things: fraud or error; the inability to deliver products or services; failure to maintain a competitive position; lack of information or physical security; inadequate procedures or controls followed by third-party service providers; or violations of ethical standards. Controls to manage operational risk include, but are not limited to, technology administration, information security, vendor management and business continuity planning.

The Company's technology administration includes policies and guidelines for the design, procurement, installation, management and acceptable use of hardware, software and network devices. The Company's technology project standards are

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designed to provide risk based oversight, coordinate and communicate ideas, and to prioritize and manage project implementation in a manner consistent with corporate objectives.

The Company has implemented layered security approaches for all delivery channels to mitigate rising cyber-security risks. Management utilizes a combination of third party information security assessments, key technologies and ongoing internal evaluations to provide a level of protection of non-public personal information and to continually monitor and attempt to safeguard information on its operating systems and those of third party service providers. The Company also utilizes firewall technology and a combination of software and third-party monitoring to detect intrusion, guard against unauthorized access, and continuously identify and prevent computer viruses on the Company's information systems.

The Company has a third-party risk management program designed to provide a mechanism to enable management to determine what risk, if any, a particular vendor or customer exposes the Company to, and to rate and mitigate that risk by properly performing initial and ongoing due diligence when selecting or maintaining relationships with significant third-party providers and customers who in turn provide financial services or products to their own customers.

The Company's Disaster Recovery and Business Continuity Program consists of the information and procedures required to enable a rapid recovery from an occurrence that would disable the Company's operations for an extended period, due to circumstances such as: loss of personnel; loss of information and/or loss of access to information under various scenarios, including unintentional, malicious or criminal intentions; and loss of access to, or the physical destruction or damage of, facilities, infrastructure or systems. The plan, which is reviewed annually, establishes responsibility for assessing a disruption of business, contains alternative strategies for the continuance of critical business functions during an emergency situation, assigns responsibility for restoring services, and sets priorities by which critical services will be restored. A bank-owned and maintained secondary data center location provides the Company auxiliary network processing capabilities and flexibility.

Any system of controls or contingency plan, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the controls and procedures will be met. Any breakdown in the integrity of these information systems, infrastructure, or cyber-security measures, or the Company's inability to identify, respond and correct such breakdown, could result in a loss of customer business, expose customers' personal information to unauthorized parties, damage the Company's reputation, subject the Company to increase costs and additional regulatory scrutiny, and expose the Company to civil litigation and possible financial liability, any of which could have a material adverse effect on the Company's financial condition and results of operations.

This Opportunities and Risks discussion should be read in conjunction with Item 1A "Risk Factors," and the section titled "Opportunities and Risk" contained in Item 7 "Management's Discussion and Analysis of Financial Conditions and Results of Operations" included in the Company's 2013 Annual Report on Form 10-K, which address numerous other factors and details that could adversely affect the Company's reputation, its future results of operations and financial condition.

## Financial Condition

Total assets increased \$112.8 million, or 6%, since December 31, 2013, to \$1.96 billion at September 30, 2014. The balance sheet composition and changes since December 31, 2013 are discussed below.

## Cash and cash equivalents

Cash and cash equivalents is comprised of cash on hand and cash items due from banks, interest-earning deposits (deposit accounts, excess cash balances, money markets, and money market mutual funds accounts) and fed funds sold. Cash and cash equivalents amounted to 3% of total assets at both September 30, 2014 and December 31, 2013.

#### Investments

At September 30, 2014, the carrying value of the investment portfolio amounted to \$236.8 million an increase of \$21.4 million, or 10%, since December 31, 2013.

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The following table summarizes investments at the dates indicated:

(Dollars in thousands)	September 30, 2014		December 31, 2013		September 30, 2013			
	Amount	Percent	Amount	Percent	Amount	Percent		
Federal agency obligations <sup>(1)</sup>	\$54,338	22.9 %	\$55,543	25.8 %	\$63,184	32.3 %		
Federal agency mortgage backed securities (MBS) <sup>(1)</sup>	91,543	38.7 %	79,650	37.0 %	56,011	28.7 %		
Municipal securities	68,693	29.0 %	61,954	28.8 %	58,896	30.1 %		
Corporate bonds	7,074	3.0 %	5,054	2.3 %	4,731	2.4 %		
Certificates of deposits	—	— %	—	— %	687	0.4 %		
Total fixed income securities	221,648	93.6 %	202,201	93.9 %	183,509	93.9 %		
Equity investments	15,105	6.4 %	13,168	6.1 %	11,909	6.1 %		
Total available for sale investments at fair value	\$236,753	100.0 %	\$215,369	100.0 %	\$195,418	100.0 %		

These categories may include investments issued or guaranteed by government sponsored enterprises such as Fannie Mae (FNMA), Freddie Mac (FHLMC), Ginnie Mae (GNMA), Federal Farm Credit Bank, or one of several Federal Home Loan Banks. All agency MBS/CMO investments owned by the Company are backed by residential mortgages.

Included in the federal agency MBS categories above were CMOs totaling \$14.3 million, \$17.4 million, and \$18.9 million at September 30, 2014, December 31, 2013, and September 30, 2013, respectively.

During the nine months ended September 30, 2014, the total principal pay downs, calls and maturities amounted to \$30.3 million and increased \$16.6 million over the same period in the prior year, primarily as a result of investments that were called due to the current rate environment. During the period, the Company purchased \$74.0 million in securities. In addition, management sold investment securities with an amortized cost of approximately \$23.5 million realizing net gains on sales of \$830 thousand. In the first quarter of 2014, the gains were primarily in equity investments in order to capitalize on market opportunities. The net gains in the second and third quarters of 2014 were primarily in fixed income investments and resulted from the sale of shorter duration securities that the Company replaced through purchases of longer duration securities as part of the Bank's asset-liability management strategy.

Net unrealized gains on the investment portfolio amounted to \$5.3 million at September 30, 2014 compared to \$3.2 million at December 31, 2013 and \$3.4 million at September 30, 2013. Unrealized gains or losses will only be recognized in the statements of income if the investments are sold. However, should an investment be deemed "other than temporarily impaired," the Company is required to write-down the fair value of the investment. See Note 2, "Investment Securities," and Note 8, "Fair Value Measurements," to the Company's unaudited consolidated interim financial statements contained in Item 1 above for further information regarding the Company's unrealized gains and losses on debt and equity securities, including information about investments in an unrealized loss position for which an other-than-temporary impairment has or has not been recognized, and investments pledged as collateral, as well as the Company's fair value measurements for available-for-sale securities.

#### Federal Home Loan Bank Stock

The Company is required to purchase stock of the FHLB in association with advances from the FHLB; this stock is classified as a restricted investment and carried at cost, which management believes approximates fair value. The carrying amount of FHLB stock was \$3.4 million for the period ended September 30, 2014, and \$4.3 million at both December 31, 2013 and September 30, 2013. See Note 1, "Summary of Significant Accounting Policies," Item (d),

“Restricted Investments,” to the Company’s unaudited consolidated interim financial statements contained in Item 1 above for further information regarding the Company’s investment in FHLB stock.



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## Loans

Total loans represented 82% of total assets as of September 30, 2014 and December 31, 2013. Total loans increased \$88.7 million, or 6%, compared to December 31, 2013, and \$140.1 million, or 10%, since September 30, 2013. The mix of loans within the portfolio remained relatively unchanged with commercial loans amounting to approximately 86% of gross loans, reflecting a continued focus on commercial loan growth.

The following table sets forth the loan balances by certain loan categories at the dates indicated and the percentage of each category to gross loans.

(Dollars in thousands)	September 30, 2014		December 31, 2013		September 30, 2013			
	Amount	Percent	Amount	Percent	Amount	Percent		
Commercial real estate	\$843,648	52.3	% \$820,299	53.8	% \$803,069	54.5	%	
Commercial and industrial	396,990	24.6	% 357,056	23.4	% 346,888	23.5	%	
Commercial construction	142,352	8.8	% 132,507	8.6	% 115,254	7.8	%	
Total commercial loans	1,382,990	85.7	% 1,309,862	85.8	% 1,265,211	85.8	%	
Residential mortgages	143,825	8.9	% 132,721	8.7	% 129,422	8.8	%	
Home equity loans and lines	77,983	4.8	% 74,354	4.9	% 72,832	4.9	%	
Consumer	9,654	0.6	% 8,643	0.6	% 6,706	0.5	%	
Total retail loans	231,462	14.3	% 215,718	14.2	% 208,960	14.2	%	
Gross loans	1,614,452	100.0	% 1,525,580	100.0	% 1,474,171	100.0	%	
Deferred fees, net	(1,678 )		(1,524 )		(1,475 )			
Total loans	1,612,774		1,524,056		1,472,696			
Allowance for loan losses	(27,029 )		(26,967 )		(25,999 )			
Net loans	\$1,585,745		\$1,497,089		\$1,446,697			

Commercial real estate loans increased \$23.3 million, or 3%, as of September 30, 2014, compared to December 31, 2013, and increased 5% compared to September 30, 2013. Commercial real estate loans are typically secured by one-to-four and multi-family apartment buildings, office or mixed-use facilities, strip shopping centers or other commercial or industrial property.

Commercial and industrial loans increased by \$39.9 million, or 11%, since December 31, 2013, and increased 14% as compared to September 30, 2013. These loans include seasonal revolving lines of credit, working capital loans, equipment financing (including equipment leases), and term loans. Also included in commercial and industrial loans are loans under various SBA programs.

Commercial construction loans increased by \$9.8 million, or 7%, since December 31, 2013, and increased 24% as compared to September 30, 2013. Commercial construction loans include the development of residential housing and condominium projects, the development of commercial and industrial use property and loans for the purchase and improvement of raw land.

Retail loans increased by \$15.7 million, or 7%, since December 31, 2013 and increased by \$22.5 million, or 11%, since September 30, 2013. The increase was primarily within the residential mortgage portfolio.

At September 30, 2014, commercial loan balances participated out to various banks amounted to \$41.4 million, compared to \$52.1 million at December 31, 2013, and \$52.9 million at September 30, 2013. These balances participated out to other institutions are not carried as assets on the Company's financial statements. Commercial loans originated by other banks in which the Company is the participating institution are carried at the pro-rata share of

ownership and amounted to \$51.7 million, \$34.5 million and \$35.0 million at September 30, 2014, December 31, 2013, and September 30, 2013, respectively. In each case, the participating bank funds a percentage of the loan commitment and takes on the related risk. In each case in which the Company participates in a loan, the rights and obligations of each participating bank are divided proportionately among the participating banks in an amount equal to their share of ownership and with equal priority among all banks.

See Note 3, "Loans," to the Company's unaudited consolidated interim financial statements contained in Item 1 for information on loans serviced for others and loans pledged as collateral.

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### Credit Risk

The Company manages its loan portfolio to avoid concentration by industry and loan size to lessen its credit risk exposure. However, inherent in the lending process is the risk of loss due to customer non-payment, or “credit risk.” The Company’s commercial lending focus may entail significant additional risks compared to long term financing on existing, owner-occupied residential real estate. While the Company endeavors to minimize this risk through sound underwriting practices and the risk management function, management recognizes that loan losses will occur and that the amount of these losses will fluctuate depending on the risk characteristics of the loan portfolio and economic conditions.

The credit risk management function focuses on a wide variety of factors, including, among others, current and expected economic conditions, the real estate market, the financial condition of borrowers, the ability of borrowers to adapt to changing conditions or circumstances affecting their business and the continuity of borrowers’ management teams. Early detection of credit issues is critical to minimize credit losses. Accordingly, management regularly monitors these factors, among others, through ongoing credit reviews by the Credit Department, an external loan review service, reviews by members of senior management and the Loan Committee of the Board of Directors. This review includes the assessment of internal credit quality indicators such as the risk classification of loans, individual review of adversely classified loans, past due and non-accrual loans, impaired and restructured loans, and the level of foreclosure activity, as well as trends in the general levels of these indicators.

The Company’s loan risk rating system classifies loans depending on risk of loss characteristics. The classifications range from “substantially risk free” for the highest quality loans and loans that are secured by cash collateral, to the more severe adverse classifications of “substandard,” “doubtful” and “loss” based on criteria established under banking regulations. Loans classified as "substandard" include those characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loans classified as "doubtful" have all the weaknesses inherent in a substandard rated loan with the added characteristic that the weaknesses make collection or full payment from liquidation, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Loans classified as "loss" are generally considered uncollectible at present, although long term recovery of part or all of loan proceeds may be possible. These “loss” loans would require a specific loss reserve or charge-off. Adversely classified loans may be accruing or in non-accrual status and may be additionally designated as restructured and/or impaired, or some combination thereof. Loans which are evaluated to be of weaker credit quality are reviewed on a more frequent basis by management.

Loans on which the accrual of interest has been discontinued are designated as non-performing or non-accrual loans. Accrual of interest on loans is generally discontinued when a loan becomes contractually past due, with respect to interest or principal, by 90 days, or when reasonable doubt exists as to the full and timely collection of interest or principal. When a loan is placed on non-accrual status, all interest previously accrued but not collected is reversed against current period interest income. Interest payments received on loans in a non-accrual status are generally applied to principal on the books of the Company. Interest accruals are resumed on such loans only when payments are brought current and have remained current for a period of 180 days or when, in the judgment of management, the collectability of both principal and interest is reasonably assured.

Impaired loans are individually significant loans for which management considers it probable that not all amounts due (principal and interest) in accordance with original contractual terms will be collected. Impaired loans may be included within the non-accrual balances; however, not every loan in non-accrual status has been designated as impaired. Impaired loans include loans that have been modified in a troubled debt restructure ("TDR"). Impaired loans exclude large groups of smaller-balance homogeneous loans, such as residential mortgage loans and consumer loans, which are collectively evaluated for impairment and loans that are measured at fair value, unless the loan is amended in a TDR.

Management does not set any minimum delay of payments as a factor in reviewing for impaired classification. Management considers the payment status, net worth and earnings potential of the borrower, and the value and cash flow of the collateral as factors to determine if a loan will be paid in accordance with its contractual terms.

Impaired loans are individually evaluated for credit loss and a specific reserve is assigned for the amount of the estimated credit loss. When a loan is deemed to be impaired, management estimates the credit loss by comparing the loan's carrying value against either 1) the present value of the expected future cash flows discounted at the loan's effective interest rate; 2) the loan's observable market price; or 3) the expected realizable fair value of the collateral, in the case of collateral dependent loans. A specific allowance is assigned to the impaired loan for the amount of estimated credit loss. Impaired loans are charged off, in whole or in part, when management believes that the recorded investment in the loan is uncollectible.

Loans are designated as a TDR when, as part of an agreement to modify the original contractual terms of the loan, the Bank grants a concession on the terms, that would not otherwise be considered, as a result of financial difficulties of the borrower.

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Typically, such concessions consist of a reduction in interest rate to a below market rate, taking into account the credit quality of the note, or a deferment or reduction of payments (principal or interest), which materially alters the Bank's position or significantly extends the note's maturity date, such that the present value of cash flows to be received is materially less than those contractually established at the loan's origination. All loans that are modified are reviewed by the Company to identify if a TDR has occurred. TDR loans are included in the impaired loan category and as such, these loans are individually reviewed and evaluated, and a specific reserve is assigned for the amount of the estimated credit loss.

A TDR or impaired loan classification will be considered for upgrade based on the borrower's sustained performance over time and their improving financial condition, consistent with the criteria for returning non-accrual loans to accrual status, the expectation of the borrower's ability to continue to service the loan in accordance with the original or modified terms and the collectability of the remaining balance, and in the case of TDR loans, an interest rate at or greater than a market rate for a similar credit at the time of modification.

Real estate acquired by the Company through foreclosure proceedings or the acceptance of a deed in lieu of foreclosure is classified as Other Real Estate Owned ("OREO"). When property is acquired, it is generally recorded at the lesser of the loan's remaining principal balance, net of any unamortized deferred fees, or the estimated fair value of the property acquired, less estimated costs to sell. Any loan balance in excess of the estimated realizable fair value on the date of transfer is charged to the allowance for loan losses on that date. All costs incurred thereafter in maintaining the property, as well as subsequent declines in fair value are charged to non-interest expense.

Non-performing assets are comprised of non-accrual loans, deposit account overdrafts that are more than 90 days past due and OREO. The designation of a loan or other asset as non-performing does not necessarily indicate that loan principal and interest will ultimately be uncollectible. However, management recognizes the greater risk characteristics of these assets and therefore considers the potential risk of loss on assets included in this category in evaluating the adequacy of the allowance for loan losses. Despite prudent loan underwriting, adverse changes within the Company's market area, or deterioration in local, regional or national economic conditions, could negatively impact the Company's level of non-performing assets in the future.

## Asset Quality

At September 30, 2014 and December 31, 2013, the Company had adversely classified loans (loans carrying "substandard," "doubtful" or "loss" classifications) amounting to \$28.1 million and \$27.9 million, respectively.

Adversely classified loans which were performing but possessed potential weaknesses and, as a result, could ultimately become non-performing loans amounted to \$11.8 million at September 30, 2014 and \$10.2 million at December 31, 2013. The remaining balances of adversely classified loans were non-accrual loans, amounting to \$16.3 million and \$17.8 million at September 30, 2014 and December 31, 2013, respectively. Non-accrual loans which were not adversely classified amounted to \$229 thousand and \$577 thousand at September 30, 2014 and December 31, 2013, respectively, and primarily represented the guaranteed portions of non-performing SBA loans.

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The following table sets forth information regarding non-performing assets, TDR loans and delinquent loans 60-89 days past due as to interest or principal, held by the Company at the dates indicated:

(Dollars in thousands)	September 30, 2014	December 31, 2013	September 30, 2013		
Commercial real estate	\$8,028	\$10,561	\$11,276		
Commercial and industrial	5,865	5,743	5,722		
Commercial construction	669	1,118	1,950		
Residential	1,677	633	648		
Home equity	276	281	287		
Consumer	9	7	4		
Total non-accrual loans	16,524	18,343	19,887		
Overdrafts > 90 days past due	16	3	11		
Total non-performing loans	16,540	18,346	19,898		
Other real estate owned ("OREO")	861	114	114		
Total non-performing assets	\$17,401	\$18,460	\$20,012		
Total Loans	\$1,612,774	\$1,524,056	\$1,472,696		
Accruing TDR loans not included above	\$13,027	\$11,438	\$8,613		
Delinquent loans 60-89 day past due	\$4,208	\$2,638	\$612		
Non-performing loans to total loans	1.03	% 1.20	% 1.35		%
Non-performing assets to total assets	0.89	% 1.00	% 1.09		%
Loans 60-89 days past due to total loans	0.26	% 0.17	% 0.04		%
Adversely classified loans to total loans	1.74	% 1.83	% 1.77		%
Allowance for loan losses	\$27,029	\$26,967	\$25,999		
Allowance for loan losses to Non-performing loans	163.42	% 146.99	% 130.66		%
Allowance for loan losses to Total loans	1.68	% 1.77	% 1.77		%

Total impaired loans amounted to \$29.6 million and \$29.8 million at September 30, 2014 and December 31, 2013, respectively. Total accruing impaired loans amounted to \$13.5 million and \$11.9 million at September 30, 2014 and December 31, 2013, respectively, while non-accrual impaired loans amounted to \$16.1 million and \$17.9 million as of September 30, 2014 and December 31, 2013, respectively.

In management's opinion, the majority of impaired loan balances at September 30, 2014 and December 31, 2013 were supported by expected future cash flows or, for those collateral dependent loans, the net realizable value of the underlying collateral. Based on management's assessment at September 30, 2014, impaired loans totaling \$19.8 million required no specific reserves and impaired loans totaling \$9.8 million required specific reserve allocations of \$3.2 million. At December 31, 2013, impaired loans totaling \$18.8 million required no specific reserves and impaired loans totaling \$11.0 million required specific reserve allocations of \$4.4 million. Management closely monitors these relationships for collateral or credit deterioration.

Total TDR loans, included in the impaired loan figures above as of September 30, 2014 and December 31, 2013 were \$20.7 million and \$20.9 million, respectively. TDR loans on accrual status amounted to \$13.0 million and \$11.4 million at September 30, 2014 and December 31, 2013, respectively. TDR loans included in non-performing loans amounted to \$7.7 million and \$9.5 million at September 30, 2014 and December 31, 2013, respectively. The Company continues to work with commercial relationships and enters into loan modifications to the extent deemed to be necessary or appropriate while attempting to achieve the best mutual outcome given the current economic environment.

The carrying value of OREO at September 30, 2014 and December 31, 2013 was \$861 thousand and \$114 thousand, respectively, and consisted of three properties and one property, at those respective dates. During the nine months ended September 30, 2014, two properties were added to OREO. There were no sales or impairment write-downs on OREO during the current period.

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During the nine months ended September 30, 2013, two properties were sold; there were gains of \$121 thousand realized on those OREO sales; and subsequent impairment write-downs of \$23 thousand during that period.

Management believes that the loan portfolio has experienced a level of modest credit stabilization compared to the 2013 periods, as indicated by the improving statistics related to adversely classified, non-accrual and impaired loans, and the low number and level of OREO properties held as of September 30, 2014. However, management believes that the general credit profile of the portfolio and individual commercial relationships has been and will continue to be affected by lagging effects that the economic environment has had on the regional and local commercial markets.

### Allowance for Loan Losses

On a quarterly basis, management prepares an estimate of the allowance necessary to cover estimated credit losses. The allowance for loan losses is an estimate of probable credit risk inherent in the loan portfolio as of the specified balance sheet dates. The Company maintains the allowance at a level that it deems adequate to absorb all reasonably anticipated losses from specifically known and other credit risks associated with the portfolio.

In making its assessment on the adequacy of the allowance, management considers several quantitative and qualitative factors that could have an effect on the credit quality of the portfolio including individual assessment of larger and high risk credits, delinquency trends and the level of non-performing loans, net charge-offs, the growth and composition of the loan portfolio, expansion in geographic market area, the experience level of lenders and changes in underwriting criteria, and the strength of the local and national economy, among other factors. Except for loans specifically identified as impaired, as discussed above, the estimate is a two-tiered approach that allocates loan loss reserves to "adversely classified" loans by credit rating and to non-classified loans by credit type. The general loss allocations take into account the quantitative historic loss experience as well as the qualitative factors identified above. The allowance for loan losses is established through a provision for loan losses, which is a direct charge to earnings. Loan losses are charged against the allowance when management believes that the collectability of the loan principal is unlikely. Recoveries on loans previously charged off are credited to the allowance.

Management closely monitors the credit quality of individual delinquent and non-performing relationships, industry concentrations, the local and regional real estate market and current economic conditions. The level of delinquent and non-performing assets is largely a function of economic conditions and the overall banking environment. Despite prudent loan underwriting, adverse changes within the Company's market area, or deterioration in the local, regional or national economic conditions could negatively impact the Company's level of non-performing assets in the future.

For the nine months ended September 30, 2014, the Company recorded net charge-offs of \$1.1 million compared to net charge-offs \$155 thousand for the nine months ended September 30, 2013. The majority of the current charge-offs were previously allocated specific reserves on commercial relationships for which management deemed collectability of amounts due was unlikely based on current realizable collateral values. This reduction in specific reserves, in addition to lower level of loan growth in the current year, contributed to the declines in the year-to-date provision for loan losses and the overall allowance to total loan ratio at September 30, 2014 compared to the prior year. Management continues to closely monitor the non-performing assets, charge-offs and necessary allowance levels, including specific reserves. The allowance for loan losses to total loans ratio was 1.68% at September 30, 2014 and 1.77% at December 31, 2013.

Based on management's judgment as to the existing credit risks inherent in the loan portfolio, as discussed above under the headings "Credit Risk" and "Asset Quality," management believes that the Company's allowance for loan losses is deemed adequate to absorb probable losses from specifically known and other credit risks associated with the portfolio as of September 30, 2014.





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The following table summarizes the activity in the allowance for loan losses for the periods indicated:

(Dollars in thousands)	Nine months ended September 30,	
	2014	2013
Balance at beginning of year	\$26,967	\$24,254
Provision charged to operations	1,165	1,900
Recoveries on charged-off loans:		
Commercial real estate	—	95
Commercial and industrial	510	56
Commercial construction	47	50
Residential	—	128
Home equity	1	21
Consumer	24	9
Total recoveries	582	359
Charged-off loans		
Commercial real estate	295	206
Commercial and industrial	1,143	203
Commercial construction	134	—
Residential	46	36
Home equity	27	44
Consumer	40	25
Total Charged off	1,685	514
Net loans (charged-off)/recovered	(1,103 )	(155 )
Ending Balance	\$27,029	\$25,999
Annualized net loans (charged-off)/recovered: Average loans outstanding	(0.09 )%	(0.01 )%

The allowance reflects management's estimate of loan loss reserves necessary to support the level of credit risk inherent in the portfolio during the period. Refer to "Credit Risk," "Asset Quality" and "Allowance for Loan Losses" contained in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in the Company's 2013 Annual Report on Form 10-K for additional information regarding the Company's credit risk management process and allowance for loan losses.

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## Deposits

The following table sets forth the deposit balances by certain categories at the dates indicated and the percentage of each category to total deposits.

(Dollars in thousands)	September 30, 2014		December 31, 2013		September 30, 2013			
	Amount	Percent	Amount	Percent	Amount	Percent		
Non-interest bearing demand deposits	\$483,074	27.3	% \$435,465	26.6	% \$440,931	26.7	%	
Interest bearing checking	245,207	13.9	% 222,837	13.6	% 227,319	13.7	%	
Total checking	728,281	41.2	% 658,302	40.2	% 668,250	40.4	%	
Savings	149,587	8.5	% 150,215	9.2	% 176,638	10.7	%	
Money markets	619,630	35.0	% 575,825	35.2	% 549,729	33.2	%	
Total savings/money markets	769,217	43.5	% 726,040	44.4	% 726,367	43.9	%	
Certificates of deposit	186,140	10.5	% 200,083	12.2	% 207,782	12.6	%	
Total non-brokered deposits	\$1,683,638	95.2	% \$1,584,425	96.8	% \$1,602,399	96.9	%	
Brokered deposits	85,158	4.8	% 51,567	3.2	% 51,548	3.1	%	
Total deposits	\$1,768,796	100.0	% \$1,635,992	100.0	% \$1,653,947	100.0	%	

As of September 30, 2014, deposits, excluding brokered deposits, increased \$99.2 million, or 6%, since December 31, 2013, and \$81.2 million, or 5%, since September 30, 2013. Non-brokered deposit growth since December 31, 2013 was noted within the checking, primarily non-interest-bearing accounts, and money market categories.

From time to time, management utilizes brokered deposits as cost effective wholesale funding sources to support continued loan growth and as part of the Company's asset-liability management strategy to protect against rising rates. Brokered deposits may be comprised of overnight money market deposits and selected term CDs gathered from nationwide bank networks or from large money center banks. Brokered deposits were comprised of brokered CDs at September 30, 2014, December 31, 2013, and September 30, 2013. Brokered CDs increased \$33.6 million, or 65%, during the first nine months of 2014, primarily in the first quarter. Brokered CDs outstanding at September 30, 2014 had a weighted average remaining life of approximately 2.7 years.

## Borrowed Funds

Borrowed funds consisted of FHLB borrowings of \$1.0 million at September 30, 2014, compared to \$36.5 million at December 31, 2013 and \$1.9 million September 30, 2013, respectively. As noted above, borrowed fund balances have declined since year end as deposits have grown and the Company has utilized brokered CDs as an alternative strategic funding source.

At September 30, 2014, the Bank had the capacity to borrow additional funds from the FHLB of up to approximately \$370.0 million and capacity to borrow from the FRB Discount Window of approximately \$70.0 million.

The Company also had \$10.8 million of outstanding junior subordinated debentures at September 30, 2014, December 31, 2013 and September 30, 2013, respectively, in addition to the borrowed funds noted above.

## Liquidity

Liquidity is the ability to meet cash needs arising from, among other things, fluctuations in loans, investments, deposits and borrowings. Liquidity management is the coordination of activities so that cash needs are anticipated and met readily and efficiently. The Company's liquidity policies are set and monitored by the Company's Asset-Liability Committee of the Board of Directors. The Company's asset-liability objectives are to engage in sound balance sheet management strategies, maintain liquidity, provide and enhance access to a diverse and stable source of funds, provide competitively priced and attractive products to customers and conduct funding at a low cost relative to current market conditions. Funds gathered are used to support current commitments, to fund earning asset growth, and to take advantage of selected leverage opportunities.

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The Company's liquidity is maintained by projecting cash needs, balancing maturing assets with maturing liabilities, monitoring various liquidity ratios, monitoring deposit flows, maintaining cash flow within the investment portfolio, and maintaining wholesale funding resources.

At September 30, 2014, the Company's wholesale funding sources included borrowing capacity at the FHLB and brokered deposits. In addition, the Company maintains fed fund purchase arrangements with correspondent banks and access to the FRB Discount Window.

Management believes that the Company has adequate liquidity to meet its obligations. However, if, as a result of general economic conditions, or other events, these sources of external funding become restricted or are eliminated, the Company may not be able to raise adequate funds or may incur substantially higher funding costs or operating restrictions in order to raise the necessary funds to support the Company's operations and growth.

The Company has in the past also offered shares of the Company's common stock for sale to the general public in order to increase its liquidity.

### Capital Resources

The Company believes its current capital is adequate to support ongoing operations. As of September 30, 2014, both the Company and the Bank qualify as "well capitalized" under applicable regulations of the Federal Reserve Board and the FDIC.

The current regulatory requirements and the Company's actual capital amounts and ratios are presented as of September 30, 2014 in the table below. The Bank's capital amounts and ratios do not differ materially from the amounts and ratios presented for the Company.

(Dollars in thousands)	Actual		Minimum Capital for Capital Adequacy Purposes				Minimum Capital To Be Well Capitalized			
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	%	
Total Capital (to risk weighted assets)	\$185,176	11.40 %	\$129,933	8.00 %	\$162,416	10.00 %				
Tier 1 Capital (to risk weighted assets)	\$163,188	10.05 %	\$64,966	4.00 %	\$97,449	6.00 %				
Tier 1 Capital (to average assets) or Leverage ratio	\$163,188	8.51 %	\$76,741	4.00 %	\$95,926	5.00 %*				

\* This requirement is reflected in the table merely for informational purposes with respect to the Bank, and does not apply to the Company.

In July 2013, the Federal Reserve, the FDIC, and OCC, adopted a final rule that implements the Basel III changes to the international regulatory capital framework and revises the U.S. risk-based and leverage capital requirements for U.S. banking organizations to strengthen identified areas of weakness in the capital rules and to address relevant provisions of the Dodd-Frank Act. The final rule establishes a stricter regulatory capital framework that requires banking organizations to hold more and higher-quality capital to act as a financial cushion to absorb losses and help banking organizations better withstand periods of financial stress. The final rule emphasizes common equity tier 1 ("CET1") capital and implements strict eligibility criteria for regulatory capital instruments while also modifying the methodology for calculating risk-weighted assets to enhance risk sensitivity. The final rule also increases capital ratios for all banking organizations and introduces a "capital conservation buffer" which is in addition to each capital ratio. If a banking organization dips into its capital conservation buffer it may be restricted in its ability to pay dividends and discretionary bonus payments to its executive officers. Although community banks must generally begin complying

with the final rules on January 1, 2015, with a phase in period that extends to January 2019, management currently believes the Company would satisfy the higher capital ratios imposed by Basel III.

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The above Basel III capital ratio requirements as applicable to the Bank after the full phase-in period are summarized in the table below.<sup>(1)</sup>

	Basel III Minimum for Capital Adequacy Purposes	Basel III Additional Capital Conservation Buffer	Basel III "Adequate" Ratio with Capital Conservation Buffer
Total Risk Based Capital (total capital to risk weighted assets)	8.0%	2.5%	10.5%
Tier 1 Risk Based Capital (tier 1 to risk weighted assets)	6.0%	2.5%	8.5%
Tier 1 Leverage Ratio (tier 1 to average assets)	4.0%	—%	4.0%
Common Equity Tier 1 Risk Based (CET1 to risk weighted assets)	4.5%	2.5%	7.0%

(1) Because the Basel III final rules modify the methodology for calculating risk-weighted assets and the deduction and adjustment to capital, the ratios above may not be comparable to the current applicable regulatory requirements, or the Company's actual capital ratios as of September 30, 2014.

Although the Company believes its current capital is adequate to support ongoing operations, on July 18, 2013, the Company filed a shelf registration of common stock, rights or preferred stock with the SEC for the flexibility to raise, over a three year period, up to \$40 million in capital to position the Company to take advantage of future growth and market share opportunities. As of September 30, 2014, the Company has not utilized this shelf registration.

The Company previously maintained a dividend reinvestment plan for shareholders of the Company (the "DRP"). In July 2014, that DRP was terminated and the Company adopted a new dividend reinvestment plan and direct stock purchase plan (the "DRSPP"). The DRSPP enables stockholders, at their discretion, to continue to elect to reinvest cash dividends paid on their shares of the Company's common stock by purchasing additional shares of common stock from the Company at a purchase price equal to fair market value. Under the DRSPP, shareholders and new investors also have the opportunity to purchase shares of the Company's common stock without brokerage fees, subject to monthly minimums and maximums. Shareholders utilized these plans to invest \$917 thousand of the \$3.6 million in cash dividends paid through September 30, 2014, into 47,456 shares of the Company's common stock.

As previously announced on October 21, 2014, the Company declared a quarterly dividend of \$0.12 per share to be paid on December 1, 2014 to shareholders of record as of November 10, 2014. The quarterly dividend represents a 4.3% increase over the 2013 dividend rate.

#### Investment Assets Under Management

The Company provides a wide range of investment advisory and wealth management services, including brokerage, trust, and investment management (together, "investment advisory services"). The market values of the related assets managed are affected by fluctuations in the financial markets.

Also included in the investment assets under management total are customers' commercial sweep arrangements that are invested in third party money market mutual funds.

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The following table sets forth the fair market value of investment assets under management by certain categories at the dates indicated.

(Dollars in thousands)	September 30, 2014	December 31, 2013	September 30, 2013
Investment advisory and management services	\$524,517	\$537,545	\$516,430
Brokerage and management services	140,130	127,472	118,022
Total investment advisory assets	664,647	665,017	634,452
Commercial sweep accounts	2,096	2,313	3,707
Investment assets under management	\$666,743	\$667,330	\$638,159

Investment assets under management are relatively flat since December 31, 2013 and have increased \$28.6 million, or 4%, since September 30, 2013.

Total assets under management, which includes total assets, investment assets under management, and loans serviced for others amounted to \$2.69 billion at September 30, 2014, \$2.59 billion at December 31, 2013, and \$2.54 billion at September 30, 2013. Investment assets under management and loans serviced for others are not carried as assets on the Company's balance sheet.

## Results of Operations

Three Months Ended September 30, 2014 vs. Three Months Ended September 30, 2013

Unless otherwise indicated, the reported results are for the three months ended September 30, 2014 with the "comparable period," and "prior period" being the three months ended September 30, 2013. Average yields are presented on a tax equivalent basis.

The Company's third quarter 2014 net income amounted to \$3.8 million compared to \$3.5 million for the same period in 2013, an increase of \$298 thousand, or 8%. Diluted earnings per common share were \$0.37 and \$0.35 for the three months ended September 30, 2014 and September 30, 2013, respectively, an increase of 6%.

The Company's growth has contributed to increases in net interest income and non-interest expenses in the current quarter, and also to an increase in non-interest income, as compared to the same period in 2013. The current quarterly results were impacted by an increase in the loan loss provision as compared to the same period in 2013.

## Net Interest Income

The Company's net interest income for the quarter ended September 30, 2014 amounted to \$18.1 million, compared to \$16.6 million for the quarter ended September 30, 2013, an increase of \$1.5 million, or 9%. The increase in net interest income over the comparable period was primarily due to revenue generated from loan growth.

## Net Interest Margin

The Company's tax equivalent net interest margin ("margin") was 4.02% for the three months ended September 30, 2014, which is relatively consistent with the quarterly margin of 4.04% at June 30, 2014 and flat compared to the quarter ended September 30, 2013.





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## Rate / Volume Analysis

The following table sets forth the extent to which changes in interest rates and changes in the average balances of interest-earning assets and interest-bearing liabilities have affected interest income and expense during the three months ended September 30, 2014 compared to the three months ended September 30, 2013. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to: (1) volume (change in average portfolio balance multiplied by prior period average rate); (2) interest rate (change in average interest rate multiplied by prior period average balance); and (3) rate and volume (the remaining difference).

(Dollars in thousands)	Net Change	Increase (decrease) due to		
		Volume	Rate	Rate/ Volume
Interest Income				
Loans and loans held for sale	\$1,130	\$1,644	\$(422)	\$(92)
Investment securities	308	166	207	(65)
Other interest earning assets (1)	10	(5)	20	(5)
Total interest earnings assets	1,448	1,805	(195)	(162)
Interest Expense				
Interest checking, savings and money market	13	55	(45)	3
Certificates of deposit	(80)	(39)	(43)	2
Brokered CDs	59	87	(17)	(11)
Borrowed funds	(3)	(3)	—	—
Junior subordinated debentures	—	—	—	—
Total interest-bearing deposits, borrowed funds and debentures	(11)	100	(105)	(6)
Change in net interest income	\$1,459	\$1,705	\$(90)	\$(156)

(1) Other interest earning assets include dividends on FHLB stock and income on short-term investments.

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The following table presents the Company's average balance sheet, net interest income and average rates for the three months ended September 30, 2014 and 2013.

## AVERAGE BALANCES, INTEREST AND AVERAGE YIELDS

(Dollars in thousands)	Three Months Ended September 30, 2014			Three Months Ended September 30, 2013		
	Average Balance	Interest	Average Yield(1)	Average Balance	Interest	Average Yield(1)
Assets:						
Loans and loans held for sale (2)	\$1,596,528	\$18,234	4.58 %	\$1,458,268	\$17,104	4.70 %
Investments (3)	216,901	1,131	2.75 %	188,204	823	2.31 %
Other Interest Earning Assets (4)	30,015	29	0.37 %	40,788	19	0.18 %
Total interest earnings assets	1,843,444	19,394	4.30 %	1,687,260	17,946	4.33 %
Other assets	91,537			84,364		
Total assets	\$1,934,981			\$1,771,624		
Liabilities and stockholders' equity:						
Int chkg, savings and money market	\$1,002,622	538	0.21 %	\$907,237	525	0.23 %
Certificates of deposit	188,463	270	0.57 %	212,302	350	0.65 %
Brokered CDs	85,145	197	0.92 %	52,101	138	1.05 %
Borrowed funds	2,481	3	0.37 %	5,684	6	0.41 %
Junior subordinated debentures	10,825	294	10.88 %	10,825	294	10.88 %
Total interest-bearing funding	1,289,536	1,302	0.40 %	1,188,149	1,313	0.44 %
Net interest rate spread			3.90 %			3.89 %
Demand deposits	471,136	—		425,269	—	
Total deposits, borrowed funds and debentures	1,760,672	1,302	0.29 %	1,613,418	1,313	0.32 %
Other liabilities	13,272			12,510		
Total liabilities	1,773,944			1,625,928		
Stockholders' equity	161,037			145,696		
Total liabilities and stockholders' equity	\$1,934,981			\$1,771,624		
Net interest income		\$18,092			\$16,633	
Net interest margin (tax equivalent)			4.02 %			4.02 %

Average yields are presented on a tax equivalent basis. The tax equivalent effect associated with loans and (1) investments, which was not included in the interest amount above, was \$562 thousand and \$434 thousand for the quarters ended September 30, 2014 and September 30, 2013, respectively.

(2) Average loans and loans held for sale include non-accrual loans and are net of average deferred loan fees.

(3) Average investments are presented at average amortized cost.

(4) Average other interest earning assets include interest earning deposits, fed funds sold and FHLB stock.

Interest and Dividend Income

For the third quarter of 2014, total interest and dividend income amounted to \$19.4 million, an increase of \$1.4 million, or 8%, compared to the prior period. The increase resulted primarily from an increase of \$156.2 million, or 9%, in the average balance of interest earning assets for the quarter ended September 30, 2014 compared to the third quarter of 2013, partially offset by a net 3 basis point decline in the yield on interest earning assets.

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Interest income on loans and loans held for sale, which accounts for the majority of interest income, amounted to \$18.2 million for the three months ended September 30, 2014, an increase of \$1.1 million, or 7%, over the comparable period, due primarily to loan growth, partially offset by a decline in loan yields. The average balances of loans and loans held for sale increased \$138.3 million, or 9%, for the three months ended September 30, 2014 compared to the same period in 2013, while the average yield on these assets declined 12 basis points compared to the prior period and amounted to 4.58% for the three months ended September 30, 2014, due primarily to the current interest rate environment and commercial loan repricing.

Income on investment securities amounted to \$1.1 million, an increase of \$308 thousand, or 37% compared to the same period in 2013. This increase resulted from both an increase of \$28.7 million, or 15%, in the average balance of investment securities and an increase in investment yields of 44 basis points, due primarily to a shift from shorter duration securities to longer duration securities as part of the Bank's asset-liability management strategy.

### Interest Expense

For the three months ended September 30, 2014, total interest expense amounted to \$1.3 million, and was relatively flat compared to the prior period, as the increase due to higher average balances was offset by decreased rates.

Interest expense on CDs amounted to \$270 thousand, a decrease of \$80 thousand, or 23%, over the comparable period. The decrease was due to both a decline in rates over the comparable period and a decrease in average balances. The average cost of CDs decreased 8 basis points, to 0.57%, for the three months ended September 30, 2014 and the average balances decreased \$23.8 million, or 11%, compared to the same prior period in 2013.

Interest expense on brokered CDs amounted to \$197 thousand, an increase of \$59 thousand, or 43%, over the comparable period. The increase primarily resulted from an increase in the average balances of brokered CDs by \$33.0 million compared to the 2013 period, partially offset by a 13 basis point decrease in rates.

The interest expense and average rate on junior subordinated debentures remained the same at \$294 thousand and 10.88% for both the three months ended September 30, 2014 and September 30, 2013.

For the three months ended September 30, 2014, the average balance of non-interest bearing demand deposits increased \$45.9 million, or 11%, as compared to the same period in 2013. Non-interest bearing demand deposits are an important component of the Company's core funding strategy. This non-interest bearing funding source represented 27% of total average deposit balances for both of the three months ended September 30, 2014 and 2013, respectively.

### Provision for Loan Loss

The provision for loan losses amounted to \$765 thousand for three months ended September 30, 2014, an increase of \$182 thousand compared to the same period last year. In determining the provision to the allowance for loan losses, management takes into consideration the level of loan growth and an estimate of credit risk, which includes such items as adversely classified and non-performing loans, the estimated specific reserves needed for impaired loans, the level of net charge-offs, and the estimated impact of current economic conditions on credit quality. For further discussion regarding the provision for loan losses and management's assessment of the adequacy of the allowance for loan losses see "Credit Risk," "Asset Quality" and "Allowance for Loan Losses" under "Financial Condition" in this Item 2 above and in the Company's 2013 Annual Report on Form 10-K, "Credit Risk," "Asset Quality" and "Allowance for Loan Losses" in the Financial Condition section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

There have been no material changes to the Company's underwriting practices or to the allowance for loan loss methodology used to estimate loan loss exposure as reported in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. The provision for loan losses is a significant factor in the Company's operating results.

#### Non-Interest Income

Non-interest income for the three months ended September 30, 2014 amounted to \$3.5 million, an increase of \$372 thousand, or 12%, as compared to the three months ended September 30, 2013. The significant changes are discussed below.

Investment advisory income increased \$100 thousand, or 9%, primarily due to net asset growth from changes in market values due to fluctuations in the investment markets.

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- Net gains on sales of investment securities increased \$132 thousand. The increase in the quarter primarily resulted from the sale of shorter duration securities that the Company replaced through purchases of longer duration securities as part of the Bank's asset-liability management strategy.

• Other income increased \$149 thousand, or 32%, primarily due to increases in fee income from banking products and services over the prior period.

### Non-Interest Expense

Non-interest expense for the three months ended September 30, 2014 amounted to \$15.1 million, an increase of \$1.3 million, or 10%, compared to the same period in 2013. The significant changes are discussed below.

Salaries and employee benefits increased \$906 thousand, or 11%. The increase is primarily due to increased personnel costs necessary to support the Company's strategic growth and market expansion initiatives since the prior period.

• Occupancy and equipment expenses increased \$139 thousand, or 10%, primarily due to expansion of our branch network and investments in our facilities.

Technology and telecommunications expenses increased \$163 thousand, or 15%, primarily as a result of investments to support our strategic growth and network infrastructure, improve our service capabilities and enhance business continuity.

### Results of Operations

Nine Months Ended September 30, 2014 vs. Nine Months Ended September 30, 2013

Unless otherwise indicated, the reported results are for the nine months ended September 30, 2014 with the "comparable period," "prior year" and "prior period" being the nine months ended September 30, 2013. Average yields are presented on a tax equivalent basis.

The Company's year-to-date 2014 net income amounted to \$10.7 million compared to \$10.0 million for the same period in 2013, an increase of \$606 thousand, or 6%. Diluted earnings per share were \$1.05 and \$1.01 for the nine months ended September 30, 2014 September 30, 2013, respectively, an increase of 4%.

The Company's growth has contributed to increases in net interest income and non-interest expenses in current year-to-date period, as compared to the same period in 2013. Current year-to-date net income benefited from a lower loan loss provision as compared to the same period in 2013.

### Net Interest Income

The Company's net interest income for the nine months ended September 30, 2014 was \$52.5 million compared to \$48.6 million for the nine months ended September 30, 2013, an increase of \$3.9 million, or 8%. The increase in net interest income over the comparable year period was primarily due to revenue generated from loan growth, partially offset by a decrease in tax equivalent net interest margin.

### Net Interest Margin

The Company's year-to-date margin was 4.03% for the nine months ended September 30, 2014, compared to 4.09% in the comparable 2013 period. While the margin has declined since September 30, 2013, the quarterly margin for

September 30, 2014 is relatively consistent with the past two quarters and flat compared to the quarter ended September 30, 2013.



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## Rate / Volume Analysis

The following table sets forth the extent to which changes in interest rates and changes in the average balances of interest-earning assets and interest-bearing liabilities have affected interest income and expense during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to: (1) volume (change in average portfolio balance multiplied by prior period average rate); (2) interest rate (change in average interest rate multiplied by prior period average balance); and (3) rate and volume (the remaining difference).

(Dollars in thousands)	Net Change	Increase (decrease) due to		
		Volume	Rate	Rate/ Volume
<b>Interest Income</b>				
Loans and loans held for sale	\$2,987	\$5,163	\$(1,853)	\$(323)
Investment Securities	777	502	492	(217)
Other Interest Earning Assets (1)	44	(6)	59	(9)
Total interest earnings assets	3,808	5,659	(1,302)	(549)
<b>Interest Expense</b>				
Interest checking, savings and money market	(32)	191	(196)	(27)
Certificates of deposit	(315)	(130)	(213)	28
Brokered CDs	335	399	(23)	(41)
Borrowed funds	(59)	(50)	(19)	10
Junior subordinated debentures	—	—	—	—
Total interest-bearing deposits, borrowed funds and debentures	(71)	410	(451)	(30)
Change in net interest income	\$3,879	\$5,249	\$(851)	\$(519)

(1) Other interest earning assets include dividends on FHLB stock and income on short-term investments.

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The following table presents the Company's average balance sheet, net interest income and average rates for the nine months ended September 30, 2014 and 2013.

## AVERAGE BALANCES, INTEREST AND AVERAGE YIELDS

(Dollars in thousands)	Nine months ended September 30, 2014			Nine months ended September 30, 2013			
	Average Balance	Interest	Average Yield(1)	Average Balance	Interest	Average Yield(1)	
Assets:							
Loans and loans held for sale (2)	\$1,565,981	\$53,117	4.59 %	\$1,423,889	\$50,130	4.75 %	
Investments (3)	210,849	3,204	2.70 %	182,220	2,427	2.34 %	
Other Interest Earning Assets(4)	20,584	84	0.54 %	24,586	40	0.22 %	
Total interest earnings assets	1,797,414	56,405	4.32 %	1,630,695	52,597	4.42 %	
Other assets	88,982			86,318			
Total assets	\$1,886,396			\$1,717,013			
Liabilities and stockholders' equity:							
Int chkg, savings and money market	\$975,895	1,625	0.22 %	\$873,525	1,657	0.25 %	
Certificates of deposit	194,674	848	0.58 %	219,188	1,163	0.71 %	
Brokered CDs	79,351	558	0.94 %	28,516	223	1.05 %	
Borrowed funds	14,270	33	0.31 %	31,521	92	0.39 %	
Junior subordinated debentures	10,825	883	10.88 %	10,825	883	10.88 %	
Total interest-bearing funding	1,275,015	3,947	0.41 %	1,163,575	4,018	0.46 %	
Net interest rate spread			3.91 %			3.96 %	
Demand deposits	441,920	—		398,107	—		
Total deposits, borrowed funds and debentures	1,716,935	3,947	0.31 %	1,561,682	4,018	0.34 %	
Other liabilities	12,152			11,875			
Total liabilities	1,729,087			1,573,557			
Stockholders' equity	157,309			143,456			
Total liabilities and stockholders' equity	\$1,886,396			\$1,717,013			
Net interest income		\$52,458			\$48,579		
Net interest margin (tax equivalent)			4.03 %			4.09 %	

Average yields are presented on a tax equivalent basis. The tax equivalent effect associated with loans and (1) investments, which was not included in the interest amount above, was \$1.7 million and \$1.3 million for the periods ended September 30, 2014 and September 30, 2013 respectively.

(2) Average loans and loans held for sale include non-accrual loans and are net of average deferred loan fees.

(3) Average investment balances are presented at average amortized cost.

(4) Average other interest earning assets includes interest-earning deposits, fed funds sold, and FHLB stock.



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### Interest and Dividend Income

Total interest and dividend income amounted to \$56.4 million for the nine months ended September 30, 2014, an increase of \$3.8 million, or 7%, compared to the prior period. The increase resulted primarily from an increase of \$166.7 million, or 10%, in the average balance of interest earning assets, partially offset by a net 10 basis point decline in the yield on interest earning assets.

Interest income on loans and loans held for sale, which accounts for the majority of interest income, amounted to \$53.1 million, an increase of \$3.0 million, or 6%, over the comparable period, due primarily to loan growth, partially offset by a decline in loan yields. The average loans and loans held for sale balances increased \$142.1 million, or 10%, compared to the prior period. The average yield on loans and loans held for sale amounted to 4.59% for the nine months ended September 30, 2014, a decline of 16 basis points since the same period in 2013, due primarily to the current interest rate environment and commercial loan repricing.

Income on investment securities amounted to \$3.2 million, an increase of \$777 thousand, or 32%, compared to the same period in 2013. This increase resulted from both an increase in the average balance of investment securities by \$28.6 million, or 16%, and an increase in investment yields of 36 basis points, due primarily to a shift from shorter duration securities to longer duration securities as part of the Bank's asset-liability management strategy.

### Interest Expense

For the nine months ended September 30, 2014, total interest expense amounted to \$3.9 million, a decrease of \$71 thousand, or 2%, compared to the prior period. The decrease resulted primarily from a decline of 3 basis points in the average cost of funding due to the reduction in deposit market interest rates over the period, partially offset by an increase in the average balances of wholesale funding.

Interest expense on CDs amounted to \$848 thousand, a decrease of \$315 thousand, or 27%, over the comparable period. The decrease was due to both a decline in rates over the comparable period and decreases in the average balances. The average cost of CDs decreased 13 basis points to 0.58% for the nine months ended September 30, 2014 while the average balances decreased \$24.5 million, or 11%, compared to the same prior period in 2013.

Interest expense on brokered CDs amounted to \$558 thousand, an increase of \$335 thousand over the comparable period, primarily due to increased average balances, partially offset by a decrease in rates of 11 basis points. The average balances increased by \$50.8 million compared to the 2013 period.

Interest expense on borrowed funds, consisting primarily of FHLB borrowings, amounted to \$33 thousand, a decrease of \$59 thousand, or 64%, compared to the same period last year. The decrease was primarily attributed to a decrease in average balances of approximately \$17.3 million, or 55%, and to a lesser extent a decline of 8 basis points in the average costs of these borrowings.

The interest expense and average rate on junior subordinated debentures remained the same at \$883 thousand and 10.88% for both the nine months ended September 30, 2014 and September 30, 2013.

For the nine months ended September 30, 2014, the average balance of non-interest bearing demand deposits increased \$43.8 million, or 11%, as compared to the same period in 2013. Non-interest bearing demand deposits are an important component of the Company's core funding strategy. This non-interest bearing funding represented 26% of total average deposit balances for both the nine months ended September 30, 2014 and 2013, respectively.

Provision for Loan Loss

The provision for loan losses amounted to \$1.2 million for the nine months ended September 30, 2014, a decrease of \$735 thousand compared to the same period last year. In determining the provision to the allowance for loan losses, management takes into consideration the level of loan growth and an estimate of credit risk, which includes such items as adversely classified and non-performing loans, the estimated specific reserves needed for impaired loans, the level of net charge-offs, and the estimated impact of current economic conditions on credit quality. For further discussion regarding the provision for loan losses and management's assessment of the adequacy of the allowance for loan losses see "Credit Risk," "Asset Quality" and "Allowance for Loan Losses" under "Financial Condition" in this Item 2 above and "Credit Risk," "Asset Quality" and

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“Allowance for Loan Losses” in the Financial Condition section of Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Company’s 2013 Annual Report on Form 10-K.

There have been no material changes to the Company’s underwriting practices or to the allowance for loan loss methodology used to estimate loan loss exposure as reported in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. The provision for loan losses is a significant factor in the Company’s operating results.

### Non-Interest Income

Non-interest income for the nine months ended September 30, 2014 amounted to \$10.3 million, a decrease of \$77 thousand, or 1%, as compared to the nine months ended September 30, 2013. The significant changes are discussed below.

Investment advisory income increased \$288 thousand, or 9%, compared to the same period in the prior year, primarily due to net asset growth from changes in market values due to fluctuations in the investment markets.

Deposit and interchange fees increased \$209 thousand, or 6%, mainly as a result of increases in overdraft fees and interchange fees over the prior period. Deposit and interchange fees primarily includes fees received on customer deposit accounts and ATM interchange income, partially offset by the cost of the Bank's deposit rewards program.

Net gains on sales of investment securities decreased \$201 thousand, or 19%. Investment sales are typically driven by market opportunities.

Gains on sales of loans decreased \$445 thousand, or 61%, due to a lower volume of mortgage origination activity in the first half of 2014, as a result of increasing residential mortgage rates that began in the latter half of 2013.

Other income increased \$105 thousand, or 7%, primarily due to increases in fee income from banking products and services over the prior period. The prior year-to-date period also included gains on OREO sales.

### Non-Interest Expense

Non-interest expense for the nine months ended September 30, 2014 amounted to \$45.4 million, an increase of \$3.7 million, or 9%, compared to the same period in 2013. The significant changes are discussed below.

Salaries and employee benefits increased by \$2.6 million, or 10%. The increase was primarily due to the personnel and benefit costs necessary to support the Company’s strategic growth and market expansion initiatives since the prior period.

Occupancy and equipment expenses increased \$373 thousand, or 8%, primarily due to expansion of our branch network and main office and investments in maintaining our facilities.

Technology and telecommunications expense increased \$403 thousand, or 12%, primarily as a result of investments to support our strategic growth and network infrastructure, improve our service capabilities and enhance business continuity.

Advertising and public relations decreased \$115 thousand, or 6%, primarily due to timing of the Celebration of Excellence, the Bank's community awards and recognition event, partially offset by increased costs to support the Company's expansion and business development efforts.

• Other non-interest expense increased \$290 thousand, or 9%, in general and administrative costs to support of strategic growth initiatives, including deposit product costs and business development costs.

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Item 3 - Quantitative and Qualitative Disclosures About Market Risk

The Company's primary market risk is interest rate risk. Oversight of interest rate risk management is centered on the Asset-Liability Committee ("ALCO"). Annually, ALCO reviews and approves the Company's asset-liability management policy, which provides management with guidelines for controlling interest rate risk, as measured through net interest income sensitivity to changes in interest rates, within certain tolerance levels. ALCO also establishes and monitors guidelines for the Company's liquidity and capital ratios.

The Company's asset-liability management strategies and guidelines are reviewed on a periodic basis by management and presented and discussed with ALCO on at least a quarterly basis. These strategies and guidelines are revised based on changes in interest rate levels, general economic conditions, competition in the marketplace, the current interest rate risk position of the Company, anticipated growth and other factors.

One of the principal factors in maintaining planned levels of net interest income is the ability to design effective strategies to manage the impact of interest rate changes on future net interest income. Quarterly, management completes a net interest income sensitivity analysis, which is presented to the committee. This analysis includes a simulation of the Company's net interest income under various interest rate scenarios. Variations in the interest rate environment affect numerous factors, including prepayment speeds, reinvestment rates, maturities of investments (due to call provisions), and interest rates on various asset and liability accounts.

The Company can be subject to margin compression depending on the economic environment and the shape of the yield curve. Under the Company's current balance sheet position, the Company's margin generally performs slightly better over time in a rising rate environment, while it generally decreases in a declining rate environment and when the yield curve is flattening or inverted.

Under a flattening yield curve scenario, margin compression occurs as the spread between the cost of funding and the yield on interest earning assets narrows. Under this scenario the degree of margin compression is highly dependent on the Company's ability to fund asset growth through lower cost deposits. However, if the curve is flattening, while short-term rates are rising, the adverse impact on margin may be somewhat delayed, as increases in the Prime Rate will initially result in the Company's asset yields re-pricing more quickly than funding costs.

Under an inverted yield curve situation, shorter-term rates exceed longer-term rates, and the impact on margin is similar but more adverse than the flat curve scenario. Again, however, the extent of the impact on margin is highly dependent on the Company's balance sheet mix.

In a declining rate environment, margin compression will eventually occur as the yield on interest earning assets decreases more rapidly than decreases in funding costs. The primary causes would be the impact of interest rate decreases (including decreases in the Prime Rate) on adjustable rate loans and the fact that decreases in deposit rates may be limited or lag decreases in the Prime Rate.

Net interest margin has remained relatively flat over the last few quarters following a decrease in early 2013. Additional margin compression may occur if loans re-price downward while the cost of deposits remains at the same level.

There have been no material changes in the results of the Company's net interest income sensitivity analysis as reported in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. At September 30, 2014, management continues to consider the Company's primary interest rate risk exposure to be margin compression that may result from changes in interest rates and/or changes in the mix of the Company's balance sheet components. This would include the mix of fixed versus variable rate loans and investments on the asset side, and higher cost



versus lower cost deposits and overnight borrowings versus term borrowings and certificates of deposit on the liability side.

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Item 4 - Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains a set of disclosure controls and procedures and internal controls designed to ensure that the information required to be disclosed in reports that it files or submits to the United States Securities and Exchange Commission (the “SEC”) 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 SEC’s rules and forms.

The Company carried out an evaluation as of the end of the period covered by this report under the supervision and with the participation of the Company’s management, including its principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, the Company’s principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures are effective as of September 30, 2014.

Changes in Internal Control over Financial Reporting

There has been no change in the Company’s internal control over financial reporting that has occurred during the Company’s most recent fiscal quarter (i.e., the three months ended September 30, 2014) that has materially affected, or is reasonably likely to materially affect, such internal controls.

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PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

There are no material pending legal proceedings to which the Company or its subsidiaries are a party or to which any of its property is subject, other than ordinary routine litigation incidental to the business of the Company. After review with legal counsel, management does not believe resolution of any present litigation will have a material adverse effect on the consolidated financial condition or results of operations of the Company.

Item 1A - Risk Factors

Management believes that there have been no material changes in the Company's risk factors as reported in the Annual Report on Form 10-K for the year ended December 31, 2013.

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

The Company has not sold any equity securities that were not registered under the Securities Act of 1933, as amended, during the three months ended September 30, 2014. Neither the Company nor any "affiliated purchaser" (as defined in the SEC's Rule 10b-18(a)(3)) has repurchased any of the Company's outstanding shares, nor caused any such shares to be repurchased on its behalf, during the three months ended September 30, 2014.

Item 3 - Defaults upon Senior Securities

Not Applicable

Item 4 - Mine Safety Disclosures

Not Applicable

Item 5 - Other Information

Not Applicable

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Item 6 - Exhibits

EXHIBIT INDEX

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Exhibit No. Description

3.1 Amended and Restated Articles of Organization of the Company, incorporated by reference to the Company's Form 8-K filed June 10, 2013.

3.2 Amended and Restated Bylaws of the Company, as amended as of January 15, 2013, incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed on January 22, 2013.

4.1 Renewal Rights Agreement dated as of December 11, 2007 by and between the Company and Computershare Trust Company, N.A., as Rights Agent, including Terms of Series A Junior Participating Preferred Stock, Summary of Rights to Purchase Shares of Series A Junior Participating Preferred Stock, and Form of Rights Certificate attached as Exhibits A, B and C thereto, incorporated by reference to Exhibit 4.5 to the Company's Form 8-K filed on December 13, 2007.

31.1\* Certification of Principal Executive Officer under Securities Exchange Act Rule 13a-14(a)

31.2\* Certification of Principal Financial Officer under Securities Exchange Act Rule 13a-14(a)

32\* Certification of Principal Executive Officer and Principal Financial Officer under 18 U.S.C. § 1350 Furnished Pursuant to Securities Exchange Act Rule 13a-14(b)

101\* The following materials from Enterprise Bancorp, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 were formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of September 30, 2014 and December 31, 2013, (ii) Consolidated Statements of Income for the three and nine months ended September 30, 2014 and 2013, (iii) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2014 and 2013, (iv) Consolidated Statements of Changes in Equity for the nine months ended September 30, 2014, (v) Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and 2013 and (vi) Notes to Unaudited Consolidated Interim Financial Statements.

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\*Filed herewith

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SIGNATURES

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

ENTERPRISE BANCORP, INC.

DATE: November 7, 2014

By: /s/ James A. Marcotte  
James A. Marcotte  
Executive Vice President,  
Chief Financial Officer and Treasurer  
(Principal Financial Officer)